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Laws in a nutshell - Electronic meetings for companies

Before the start of the COVID-19 pandemic, companies normally engaged with stakeholders through face-to-face meetings with the Board of Directors (the “Board”) or shareholders in order to operate. **However, the pandemic has disrupted normal life**; and distancing has become a serious matter. Since the pandemic hit, the need for companies to hold virtual meetings online has grown dramatically. One upshot of this has been an increase in attendee capacity during meetings. The **Emergency Decree on Electronics Meetings of B.E. 2563 (2020)** was enacted as a principal piece of legislation to support virtual meetings conducted by electronic means (an “e-meeting”). In this issue, we would like to highlight key areas to explain what the law says about e-meetings and aids compliance.

I. Conditions of an e-meeting

- A company’s articles of association (“AOA”) must not prevent the conducting of an e-meeting with Board members or shareholders.
- Notice of an e-meeting may be delivered via email, in person, by post.
- Shareholder proxy forms and verification of a proxy may be sent electronically.
- Other than above, companies must still follow the Thai Civil and Commercial Code, the Public Limited Companies Act, and its AOA in respect of the meeting arrangements.

II. How to host e-meetings

- Inform attendees in advance that the meeting will be held by electronic means.
- Make meeting supporting documents available to attendees.
- Set up guidelines for attendees to identify themselves before joining the meeting.
- Set up a system through which attendees may cast votes, both by open voting and secret voting (voting by a poll).
- Prepare written minutes of the meeting.
- Set up a system for audio or audiovisual recording (deemed part of minutes), except for meetings which are confidential.
- The electronic traffic data of every attendee must be retained as evidence (deemed part of minutes).
- Inform attendees of any obstructions occurring during the meeting.

III. Identification process

In practice, the identification process can be conducted via any stable means, as the host deems appropriate, such as:

For in-person attendees	For attendance via proxy
<ul style="list-style-type: none"> - A single use username and password - Other authentication systems - Verification of identity by meeting host and other attendees - Live broadcast and verification by QR code - Verification via ID card prior to meeting 	<ul style="list-style-type: none"> - Electronically submit proxy form - Single use password from appointer - Display of proxy form and ID card

IV. Voting procedures

In practice, when voting, the company should ensure that procedures are correctly in place, as follows:

Regular voting	Voting by polls
<p>Voting can be conducted by any means that can identify the attendees who have the right to vote and their intention to vote, such as:</p> <ul style="list-style-type: none"> - Show of hands - Online voting forms. 	<p>Voting must be conducted via a method that can identify the number of persons who have voted and the sum of votes, without determining the identity of voters, such as:</p> <ul style="list-style-type: none"> - Use a voting system as provided by the platform. <p><u>Notes</u></p> <ul style="list-style-type: none"> - It must be ensured that attendees can freely vote according to their own personal decisions. - The anonymity of voters must be ensured. - It must be ensured that the vote can be counted in real time.

How can KPMG Legal in Thailand assist you?

- We can provide legal advice on e-meetings and appropriate procedures to comply with applicable laws.
- We can draft and/or review meeting documents, such as notices, minutes, and proxies for company e-meetings.

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