

8 July 2021

Our ref: LP-MC

Mr Michael Tidball
Chief Executive Officer
Law Council of Australia
GPO Box 1989
Canberra ACT 2601

By email: [REDACTED]

Dear Mr Tidball

Using technology to hold meetings, sign and send documents

Thank you for the opportunity to provide comments on the exposure draft of the Treasury Laws Amendment (Measures for Consultation) Bill 2021: Use of technology for meetings and related amendments (**draft Bill**), which is intended to support companies and their officers to use technology to satisfy *Corporations Act 2001* (Cth) (**Corporations Act**) requirements in relation to meetings and execution of documents.

The draft Bill seeks to make permanent the changes to the Corporations Act introduced to respond to the effects of the COVID-19 pandemic. The changes formed part of Schedule 1 of the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021 (**previous Bill**) which was introduced into the Federal Parliament, but not passed.

In a submission to the LCA dated 24 February 2021, Queensland Law Society (**QLS**) expressed broad support for Schedule 1 of the previous Bill. We **enclose** a copy of this submission, which includes previous comments from October 2020.

We take this opportunity to reiterate our support for these amendments. The ability to sign documents in particular will be of significant benefit to our members and their clients, including leading to better efficiencies and the conduct of business.

We note that Commonwealth, state and territory governments have formally agreed to prioritise working together towards a common approach for electronic document execution. The amendments to the Corporations Act should be progressed in a way that enables consistency across jurisdictions.

Company meetings

We have received some comments from members that the provisions relating to company meetings were clearer in the emergency legislation than they are in the current draft Bill. These

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members consider the draft Bill should adopt the previous provisions from the emergency legislation.

Should the current provisions remain, we suggest the removal of the limitation with respect to holding meetings wholly virtually “only if permitted by the constitution” in proposed section 249R(c). Alternatively, the provision could say, “unless holding a virtual meeting in that way is specifically prohibited by the constitution”, which would require the company to consider and decide whether it wishes to prohibit virtual meetings. This approach would be preferable to virtual meetings prohibited unless specifically permitted, which is the effect of the present draft.

Proposed section 1688 Application—execution of documents

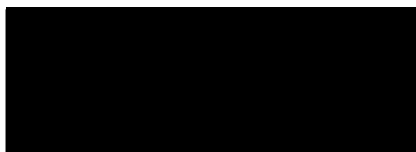
We believe there is an incorrect reference to Schedule 2 of the previous Bill in this section.

We consider the section should state:

“Sections 127 and 129, as amended by Schedule 1 to the *Treasury Laws Amendment (Measures for Consultation) Act 2021*, apply in relation to a document that is executed on or after the commencement of that Schedule.” (our emphasis)

If you have any queries regarding the contents of this letter, please do not hesitate to contact our Legal Policy team via policy@qls.com.au or by phone on (07) 3842 5930.

Yours faithfully



Kara Thomson
Vice President