Governance Institute of Australia

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Market Conduct Division
Langton Crescent
PARKES ACT 2600

By email: businesscomms@treasury.gov.au

Dear Sirs,

Exposure Draft: *Treasury Laws Amendment (Measures for Consultation) Bill 2021: Use of technology for meetings and related amendments* (ED)

Who we are

Governance Institute of Australia is a national membership association, advocating for our network of 40,000 governance and risk management professionals from the listed, unlisted and not-for-profit sectors.

As the only Australian provider of chartered governance accreditation, we offer a range of short courses, certificates and postgraduate study. Our mission is to drive better governance in all organisations, which will in turn create a stronger, better society.

Our members have primary responsibility for developing and implementing governance frameworks in public listed, unlisted and private companies, as well as not-for-profit organisations and the public sector. They have a thorough working knowledge of the operations of the markets and the needs of investors. We regularly contribute to the formation of public policy through our interactions with Treasury, ASIC, APRA, ACCC, ASX, ACNC and the ATO.

Our members were pleased to note the passage of the *Treasury Laws Amendment (2021 Measures No 1) Act 2021* (TLAB) in August 2021. It has provided much needed certainty in the short term around the holding of members' meetings and communication with members at a time when many parts of the country are subject to restrictions on movement and gatherings. They also note it is highly likely most companies holding annual general and other meetings in 2021 will need to use technology. They also welcome the provisions of TLAB giving ASIC permanent power to grant Class Order relief in emergency situations.

Executive summary

- We broadly support the prompt passage of the ED, subject to the comments below and consider it essential to finalise the legislation well before the current temporary relief expires in March 2022.
- Our members have consistently advocated for modernisation of the Corporations Act to make it technology neutral. Technology neutrality gives companies and registered schemes (collectively, companies) the flexibility to communicate with their members and shareholders (collectively, shareholders) and hold meetings in the way best suited to their unique circumstances and allows for the rapid development of technologies, which the pandemic has accelerated
- Meetings using technology increase accessibility and engagement for shareholders and members, and also protect their health and safety in emergency situations such as the current pandemic.

Division 1 – Technology neutral signing

- It should be clear that Division 1 does not operate as a 'code' for the execution of documents by companies.
- The changes to section 126 are a 'step change' in relation to the execution of documents by company agents. Our members recommend that they be tested by further consultation and introduced at a later stage, possibly as part of the *Modernising Business Communications* reforms later in 2021. For the proposed changes to have maximum impact it will be important that the Government proceeds with the recently announced prioritisation of modernising document execution across the Commonwealth and that the final forms of legislation in each of the states be consistent.

Division 2 – Technology neutral sending of documents to members

- Our members consider the aim of communications with shareholders should be, consistent with the Government's digital transformation and modernisation agenda, digital first, subject to shareholders having the right to opt in to paper based communications.
- As currently drafted some aspects of the new Division 2 potentially create an extremely complex and potentially burdensome compliance regime, for communication with shareholders, particularly as failure to comply with some of the provisions are strict liability offences.

Meetings

- Our members also consider there is a range of existing mechanisms and protections by which shareholders can make their views known to the board, such as the ability to remove directors and the right of five per cent of shareholders to requisition or call a meeting. The chair is also subject to duties around the conduct of the meeting. As noted in our previous submission on a prior draft of the ED, our members do not support the requirement for a constitutional amendment by way of a special resolution to permit virtual meetings. [1]
- The extension of the proposed section 249R to companies in the charitable sector requiring them to amend their constitutions to permit virtual meetings, also creates a potential barrier to their making use of this type of meeting which many report drove increased levels of engagement, particularly where their membership is geographically disbursed.
- The approach in the ED indicates a preference for one type of meeting using technology over another. Our members consider this does not amount to technology neutrality – one of the stated aims of the legislation and of current Government legislative reform programs. It also includes in legislation a form of meeting which may quickly be superseded by other technology. They consider that any amendments to the Corporations Act should be fit for the future and not require amendment in a relatively short space of time because technology has advanced.
- Our members consider the drafting of the proposed sub-section 249S should be amended to clarify that companies can satisfy the requirement to allow a shareholder to ask questions or make comments in writing by means of a question sent in advance of the meeting or through an online question facility during the meeting **OR** orally whether directly in person or via a form of technology, but are **not** necessarily required to offer both options at the same meeting. There should be flexibility, particularly when technology is evolving.
- Our members support the provisions in the new Part 2G.7 in relation to independent observers of, and reports on, polls at meetings of listed companies or registered schemes, subject to removal of the word 'validity' from this Part. This is because it implies the need for an opinion as to the legality of the conduct of the poll rather than what they presume is intended, an opinion that a poll has been properly conducted.

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[1] See Governance Institute submission Treasury Laws Amendment (Measures for Consultation) Bill 2021: Use of technology for meetings and related amendments 16 July 2021.

Other matters

- Our members consider it is important to clarify the ED to the effect that companies may hold virtual meetings after the commencement date of the legislation until the expiry of the temporary relief on 31 March 2022.
- As noted in our previous submission, our members would welcome further detail about the proposed Treasury AGM data collection so that we can bring it to their attention with a view to their participating in the collection exercise.

Specific comments on the ED

Division 1 - Technology neutral signing

Governance Institute's members have advocated for some time about the need to bring the Corporations Act into the 21st century. They have experienced first-hand significant difficulties as the organisations in which they work continued to operate during COVID-19 with outdated legislation. For example, arranging for execution of documents by mailing them around the country. They therefore broadly support the further refinement by the ED of the changes introduced by TLAB. They note the intention is to expand the types of documents to which Part 1 applies over time.

One concern is that Division 1 will be interpreted as a 'code' relating to the execution of documents by companies, rather than what seems to be suggested by the proposed sub-section 110(4), that the Division outlines one method but not the sole method of execution.

One further comment is that while the amendments to section 126 to enable agents to make contracts and execute documents including deeds appear worthwhile, there has been limited opportunity to consider this proposal through broad public consultation. Of particular concern are the amendments to the assumptions relating to agents which are very broadly drafted. We are aware of section 129(3A)(c) but our members consider there is a risk the new section 126 will create confusion, notwithstanding the operation of section 129(3A). Given the breadth of this provision our members consider that this would benefit from broader exposure for a longer period and might usefully be introduced at a later stage, possibly as part of the consultation on the recently announced prioritisation of modernising document execution across the Commonwealth.[2]

In the context of electronic execution of documents, our members report continuing difficulties with the acceptance by state land and other registries of documents executed electronically. For this reason, they consider modernising of document execution across the Commonwealth to be a priority and note it will be important for the final forms of legislation in each of the states to be consistent.

Recommendation 1

Governance Institute recommends that:

- it be clear that Division 1 does not operate as a 'code' for the execution of documents by companies, and
- the proposed assumptions relating to agents be tested by further consultation and introduced at a later stage, and
- Government proceeds with the recently announced prioritisation of modernising document execution across the Commonwealth and that the final forms of legislation in each of the states be consistent.

Division 2 - Technology neutral sending of documents to members

[2] See the Joint Media Release the Attorney General and the Assistant Minister to the Prime Minister and Cabinet 11 June 2021.

Our members have consistently supported modernisation of communication with shareholders. During COVID-19 a number of companies, particularly those who have been involved in capital raisings, report increased requests from shareholders to receive information electronically. Given their support for modernisation of shareholder communications our members consider the provisions should be clear and flexible to accommodate changing technology and shareholder preferences. Our members consider the aim of communications with shareholders should be, consistent with the Government's digital transformation and modernisation agenda, digital first, subject to shareholders having the right to opt in to paper based communications.

Our members have the following comments on Division 2:

- They note that the Division is intended to form the new regime to cover other documents which are part of the *Modernising Business Communications* reforms – EM para 1.49. However, they consider that as currently drafted some aspects potentially create an extremely complex and potentially burdensome compliance regime, particularly as failure to comply with some of the provisions are strict liability offences.
- Our members' understanding of how sections 110D and 110E are intended to operate is that companies can send documents:
    - in physical form or (provided at the time the document is sent it is reasonable to expect the document would be readily accessible and available for subsequent reference)
    - electronically, or
    - by sending the recipient (either electronically or in physical form) sufficient information to allow the recipient to access the document electronically.

  This is subject to a shareholder's ability to elect to receive documents in physical or electronic form under section 110E. In circumstances where a shareholder elects to receive one or more but not all documents in a particular manner they consider this means they have elected to receive all other documents in the manner determined by the company, consistent with section 110D. We suggest this be clarified in the Explanatory Memorandum, noting our recommendation below that the sections 110H and 110K relating to one-off elections be removed from the legislation.
- One issue that remains is the situation where a shareholder does not make an election or where the company does not have an email address or a current mailing address for a shareholder, the so called 'lost shareholder'?[3]
- As an alternative in the regime for annual reports (sections 314 and 316 of the Corporations Act) provides a model which is well understood and have been operating effectively for many years.
- The proposed section 110E(4) provides that an election will not be in force if the sender receives notice of the election 10 business days prior to the day the sender is due to send the document. Our members consider that this period is too short and would prefer it to be lengthened to somewhere between 20 and 30 business days which would allow sufficient time to process the request to ensure it is complied with.
- To simplify the drafting of Division 2 it may be preferable to combine sections 110 F and G so that there is one section covering failure to comply with an election in relation to either hard copy documents or in electronic form as has been done in section 110E.
- The proposed sections 110H and 110J which enable shareholders to make elections about individual documents potentially create a complex maze of provisions for companies and share registries. Their complexity is likely to create situations where elections for individual documents are missed and by virtue of sections 110H(2) and 110J(2) the company has committed a strict liability offence. A preferable approach would be to delete these sections and rely on sections 110C(2), 'covered documents' and 110E(2) relating to elections to receive documents. It is current practice for companies to provide hard copies upon

[3] See Governance Institute's submission *Treasury Laws Amendment (Measures for Consultation) Bill 2021: Use of technology for meetings and related amendments* 16 July 2021 at page 9.

shareholder request, and this practice should continue, but it is not an area requiring regulation by the Corporations Act or the imposition of a strict liability offence.
- The proposed section 110K requires companies to advise shareholders of their rights to make elections or to receive the material in an alternative format each time a document is sent to the shareholder. Again, this requirement is overly complex and likely to create situations where the advice is omitted from a document and the company has committed a strict liability offence. It should be sufficient for this information to be clearly available on a company's website.

Recommendation 2

Governance Institute recommends that:
- the aim of communications with shareholders should be, consistent with the Government's digital transformation and modernisation agenda, digital first, subject to shareholders having the right to opt in to paper based communications.
- The way in which sections 110D and 110E are intended to operate be clearly set out in the Explanatory Memorandum
- The period for a company acting on a shareholder election in section 110E be lengthened from 10 business days to somewhere between 20 and 30 business days
- Sections 110F and G be combined to cover both electronic and hard copy documents
- Sections 110H and 110J be deleted on the basis they create an overly complex and burdensome regime, and
- Section 110K be simplified so that companies can advise shareholders of their right to change their election of how to receive documents by placing this information on their websites.

Technology neutrality – member and shareholder participation and existing protections

Our members have consistently advocated for modernisation of the Corporations Act to make it technology neutral. It is important to avoid a situation where the Corporations Act is out of date within a short space of time. There are likely to be technological solutions not yet in existence which may again change the way companies interact with their shareholders as radically as technology has changed these interactions in 2020. Our members consider most of the provisions of TLAB and the ED achieve this neutrality.

Our members welcome the specific recognition of the ability to hold hybrid members' meetings in both TLAB and the ED. While some consider that the Corporations Act permitted hybrid meetings even if they are not permitted by a company's constitution, not all agreed with this view and the position is now beyond doubt.

However, our members consider the proposal to require a constitutional amendment to hold a virtual meeting is inconsistent with technology neutrality and indicates that one form of meeting is to be preferred over others. In our members' experience amendments to the Corporations Act remain for many years. They therefore do not wish to see provisions that are at odds with the stated aim of technology neutrality becoming permanent features of the Corporations Act. They also consider technology neutrality gives companies the flexibility to communicate with their shareholders and hold meetings in the way best suited to their unique circumstance. Meetings using technology increase accessibility and engagement for shareholders and members and protect their health and safety in emergency situations such as the current pandemic.

There are key benefits to holding meetings using technology:

- Our members want to see Australia embrace technological change and the benefits of new ways of engaging with shareholders and do not want to see technology disrupt the core purpose of AGMs, which is to hold boards accountable. They want to see technology enable that core purpose and greater digital inclusion of shareholders and members.

- Our members see a real benefit of virtual AGMs in increasing attendance, engagement and inclusion of shareholders – regardless of age, ability or postcode – and removing regulatory uncertainty in any future pandemic or similar crises.
- What our members saw in 2020 was an increase in the level of engagement and participation at many AGMs, with technology playing a strong role as an enabler for this increase. They anticipate this will continue during the 2021 AGM season given that a large number of these meetings will need to be held virtually because of continuing restrictions on gatherings and movement.
- Meetings using technology, especially virtual meetings, were extremely helpful for charities, membership associations, not-for-profits and other companies limited by guarantee with large member bases spread widely across Australia. This sector reported increased levels of engagement during 2020. In addition, virtual meetings enabled members who would not normally attend meetings because of age or disability were able to be present at meetings.

Our members also support all forms of positive shareholder engagement. They therefore support finding the most effective ways for companies which wish to continue with, or explore virtual meetings, to do so in a way that at least matches and does not diminish the opportunities for shareholder engagement, traditional at physical meetings. The level of engagement and participation at many virtual-only AGMs increased in 2020 during the first year of COVID-19 with technology playing a strong role as an enabler for this. Improvements in technology which are being trialled in 2021 by technology providers will also further enhance shareholders' experience.

Preferring one form of meeting using technology – hybrid AGMs – goes against modernising the Corporations Act and technology neutrality. Hybrids will suit some types of entities and not others. They also presuppose there are no State-based public health restrictions. Due to the TLAB amendments companies can hold virtual members' meeting, even if their constitutions do not permit this until 31 March 2022. However, once the amendments proposed by the ED are in place they will need to pass a constitutional amendment to enable virtual meetings. This runs counter to our members belief that there should be maximum optionality and flexibility for meetings using technology to accommodate the broad spectrum of entities regulated by the Corporations Act.

Our members also acknowledge that virtual meetings will not be the preferred ongoing, post-pandemic, option for many companies such as smaller listed companies or unlisted companies, who will revert to physical meetings when public health directions allow this to happen. For this reason, the format of a shareholders' meeting should not be prescribed, it should be open to companies to adopt the format most suited to them and their shareholders and to the broader environment, as seen during 2020 and 2021..

Our members consider that where shareholders consider that companies are holding meetings in a way that reduces rather than increases their ability to participate in these meetings, there is an existing range of mechanisms and protections by which they can make their views known to the board and express dissatisfaction. These include:

- The ability to remove directors – section 203D
- The right of five per cent of shareholders to requisition a meeting – section 249D, and
- The right of five per cent of shareholders to call a meeting – section 249FD.

The chair of a meeting is also subject to duties including a duty to act 'with probity and in a bona fide way on every issue'[4]. The chair of a meeting is therefore responsible for ensuring that those present can participate in a meeting.

Given these existing rights and protections our members do not support the proposed requirement for a constitutional amendment by way of a special resolution to permit virtual meetings.

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[4] For a fuller discussion of these duties see *Horsley's Meetings Procedure, Law and Practice*, 7th edition at para 6.10.

The extension of the proposed section 249R to companies in the charitable sector requiring them to amend their constitutions to permit virtual meetings, also creates a potential barrier to their making use of this type of meeting which many report drove increased levels of engagement during 2020, particularly where their membership is geographically disbursed or prevented from attending because of disability or circumstances from travelling to a meeting. In addition, many companies in this sector will not have yet had the opportunity to amend their constitutions to permit virtual meetings during 2020 which creates a further hurdle.

Our members also understand that at least one proxy advisory firm is currently recommending its clients vote against any listed company proposals to amend constitutions to allow virtual meetings. As noted in our submission, *Greater transparency of proxy advice*, proxy advisory firms can play a significant role in the outcome of resolutions. [5]

Recommendation 3

Governance Institute continues to recommend against requiring companies to amend their constitutions to allow virtual meetings on the basis that this is inconsistent with technology neutrality. Technology neutrality gives companies the flexibility to hold meetings in the way best suited to their unique circumstances and shareholder/member base. Meetings using technology also increase accessibility and engagement for shareholders and members and protects their health and safety, where required, in emergency situations such as the current pandemic. In addition, shareholders have an existing range of mechanisms and protections by which they can make their views known to the board and express dissatisfaction. The proposal also creates a potential barrier to companies in the charitable sector making use of this type of meeting which many report drove increased levels of engagement during 2020, particularly where their membership is geographically disbursed or prevented from attending because of disability or circumstances from travelling to a meeting

Reasonable opportunity to participate

Our members consider the drafting of sub section 249S(3)(c) (and the corresponding sub section relating to registered schemes) of the ED could be revised to make the meaning clearer. They assume the intention is that where a meeting is held using virtual technology the time for the meeting at the deemed location of the meeting, in most cases the registered office, is a reasonable place. This could be clarified by the replacing the words 'a physical venue at which it would be reasonable to hold the meeting' by the words 'at a time that is reasonable at the deemed location for the meeting'.

We would also draw Treasury's attention to the discussion of sections 249S (6) and (7) and the corresponding sub-sections relating to registered schemes in the EM at para 1.90. When considering the technology to be used to facilitate virtual attendance is 'reasonable', 'directors should also consider whether the technology needs to give members as a whole the right to observe the directors or the main proceedings'. This seems to imply that one of the considerations for determining the reasonableness of a particular technology should be whether directors are visible to a meeting.

There may be legitimate reasons why directors are not visible to a meeting. These include situations where a director is in a location where it is not possible to have video enabled so that they join the meeting using an audio only link, where a director is overseas and has unstable internet connectivity or where they are off camera during a lengthy meeting. Another important reason is that audio only is often the fallback position when video technology fails during a meeting. In these situations, companies frequently display a photograph of the relevant director so that shareholders can see which directors are present.

Our members note the amendment to sub-section 249S(7)(b) which now provides members a right to ask questions or make comments 'orally **and** in writing'. Our members remain concerned

[5] See Governance Institute's Submission *Greater transparency of proxy advice*, June 2021.

about 'hard wiring' this requirement into the Corporations Act which as the EM notes applies to a broad range of companies.

Feedback from our members and other stakeholders indicates that during the 2020 AGM season a range of solutions was used to enable attendees to ask questions or make comments at meetings. Many smaller companies and not-for-profits successfully used video meeting platforms such as Zoom, Microsoft Teams and Webex to hold all types of meetings. Depending on the size of the meeting these platforms enabled attendees to participate and interact through features such as 'Hands Up' which enabled attendees to speak at the meeting. Part way through 2020 some of these platforms introduced additional features such as polling, and voting. While listed companies also used some of these platforms for board and management meetings, they did not use them for annual general or scheme meetings.

For larger listed companies the most common method for shareholders to ask questions during the 2020 AGM season was to either submit them in advance or during the meeting using a keyboard to type questions into the question function of a secure online platform which were then relayed to the Chair for a response. Some listed companies also arranged for telephone links to meetings to enable shareholders to ask questions verbally. The use of a telephone line is also explicitly referred to in the EM – para 1.91. As noted in our previous submission feedback from those companies that provided telephone lines was that they were not widely used. We understand that some technology providers will be able to include voice participation in their platforms for the 2021 meeting season but how widely this will be taken up is still unclear. It is also unlikely to be used by smaller listed companies due to the cost and the additional level of complexity it introduces into the meeting arrangements.

The current drafting of the sub section presumably contemplates that the current practice at physical meetings of having microphones available for members to ask questions during the meeting or to submit questions in advance of the meeting in writing can continue. In the case of hybrid or virtual meetings the sub section requires companies to offer both an oral **and** a written method for asking questions or making comments at these meetings. As noted above there was a low usage of telephone lines offered by larger companies during the 2020 AGM season and it would be unduly burdensome to hard wire this type of requirement into the law while technology and practices are evolving. Some companies may wish to offer one method, while some companies may wish to offer both methods and there should be flexibility.

Our members consider that the legislation should clearly indicate that companies can satisfy the requirement to allow a member to exercise a right to ask questions or make comments:

- either in writing by means of a question sent in advance of the meeting or through an online question facility during the meeting, **OR**
- orally whether directly in person or via a form of technology.

but are not necessarily required to offer both options at the same meeting.

Given the low take up of telephone lines at listed company meetings during the 2020 AGM season and the fact that technology is evolving and still being tested for the 2021 AGM season our members consider it would be unreasonable and add further complexity to meetings to require companies to offer both methods while technology and practices are still evolving.

Recommendation 4

Governance Institute recommends amending the proposed sub-section 249S (7) to clarify that companies can satisfy the requirement to allow a member to exercise a right to ask questions or make comments either in writing by means of a question sent in advance of the meeting or through an online question facility during the meeting **OR orally** whether directly in person or via a form of technology but are not required to offer both methods at the same meeting. Some companies may wish to offer one method, some companies may wish to use both methods and there should be flexibility, particularly at a time when technology is evolving.

Voting on substantive resolutions

Our members note the introduction of the new section 250JA which applies only to listed companies. The EM observes it implements Recommendation 6.4 of the 4th edition of the *Corporate Governance Principles and Recommendations*. One of the reasons for the success of this document has been its 'if not, why not approach'.[6] This means that while the recommendations represent recommended good governance practices, a company is entitled not to adopt a particular recommendation if they consider it is not appropriate to its particular circumstances, provided it explains why not.

Some listed companies, particularly at the smaller end, outside of the virtual meeting environment, will not routinely conduct polls on all resolutions in the notice of meeting. Particularly for smaller listed companies the proposed section 250JA will add to the cost and complexity of the meeting without improving the governance outcome. Our members consider there are significant difficulties in requiring all votes at virtual meetings of companies to be taken on a poll, particularly for smaller companies. We would also point out that where a company uses a technology platform for its general meetings there is a cost to the company for each poll. For this reason, where possible many small, listed companies try to limit the number of polls, noting the requirement in ASX Guidance Note 35, Section 10 that all Listing Rule-related amendments be determined by poll.

Recommendation 5

Governance Institute recommends against requiring polls for all resolutions set out in the notice of meeting of listed companies.

Independent observers and reports on polls – Part 2G.7

Our members support the new ability of shareholders with five per cent of the votes that may be cast at a company meeting to request a company to appoint an independent person to observe the conduct of a poll at a meeting or request a report on a poll in the proposed Part 2G.7. They are also pleased to note that this Part contemplates that an existing service provider may prepare an independent report. However, they do not support the inclusion of the word 'validity' to describe the reports on polls in this part.

The word 'validity' carries with it the implication that the provider of the independent report is required to provide an opinion as to the legality of the conduct of the poll rather than what they presume is intended, an opinion that a poll has been properly conducted. An opinion as to legality can only be given by a lawyer which is at odds with the references in the EM to these reports being prepared by auditors or registry services. They consider that word 'validity' be deleted.

Recommendation 6

Governance Institute recommends amending Part 2G.7 by removing the word 'validity' to describe the report on polls in this Part.

Transitional provisions

As we understand the intention is that the temporary relief measures under TLAB will allow companies to hold virtual meetings and use electronic communications to send meeting-materials

[6] For a further explanation of the 'if not, why not' approach see *Corporate Governance Principles and Recommendations*, 4th edition, February 2019 at page 2.

and execute documents until 31 March 2022.[7] However, the ED provides that the temporary relief will apply to an AGM until the temporary relief expires, that is, 31 March 2022 and provided a company's notice of meeting (NOM) has been distributed before the commencement date of the ED.

Given that the commencement date of the permanent reforms is unknown, companies will be planning their AGM on the assumption that they can hold a virtual meeting. If the legislation passes, for example the day before a NOM has been sent to shareholders, the permanent legislation will be implemented and companies will neither be able to hold a virtual meeting, nor will they be able to hold the required meeting to pass the required constitutional changes to hold virtual meetings that the current draft ED requires.

The legislation should not interfere with the ability of companies running virtual meetings under the temporary relief until its expiry on 31 March 2022, regardless of the commencement date of the permanent legislation. Our members consider it is important to clarify this issue. Absent this clarification a number of companies that have already announced that they will be holding a virtual AGM as well as any other company holding a virtual AGM and planning on the basis that they can rely on the temporary legislation will run the risk that they cannot rely on the temporary legislation with no notice. This puts companies that are required to organise AGMs in advance, by submitting NOMs to Boards, regulators and exchanges for advance approval, as well as the logistical preparation requirements, in an untenable position.

Recommendation 7

Governance Institute recommends the ED be clarified to the effect that companies may hold virtual meetings after the commencement date of the legislation until the expiry of the temporary relief on 31 March 2022.

Other matters - general drafting comments

Our members would welcome clarification on the following matter:

- **EM para 1.95** – our members query the intended amendment to section 248D which appears to replicate the existing section.
- **Sections 149RA (3) and section 249S(7)(b)** – these subsections refer to a 'member' – is this intended also to apply to non-members such as auditors who are routinely 'in attendance' at meetings but are not members.

If you wish to discuss any of the issues raised in this letter, please contact me or Catherine Maxwell.

Yours faithfully,

Megan Motto
CEO

[7] See Treasurer's Media Release 10 August 2021.