2019‑2020

The Parliament of the

Commonwealth of Australia

HOUSE OF REPRESENTATIVES/THE SENATE

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| **EXPOSURE DRAFT (01/10/2020)** |

Corporations Amendment (Virtual Meetings and Electronic Communications) Bill 2020

No. , 2020

(Treasury)

A Bill for an Act to amend the *Corporations Act 2001*, and for related purposes

Contents

1 Short title 1

2 Commencement 1

3 Schedules 2

Schedule 1—Amendments 3

Part 1—Amendments 3

Corporations Act 2001 3

Part 2—Amendments if this Act commences before the Corporations Amendment (Corporate Insolvency Reforms) Act 2020 23

Corporations Act 2001 23

A Bill for an Act to amend the *Corporations Act 2001*, and for related purposes

The Parliament of Australia enacts:

1 Short title

 This Act is the *Corporations Amendment (Virtual Meetings and Electronic Communications)* *Act 2020*.

2 Commencement

 (1) Each provision of this Act specified in column 1 of the table commences, or is taken to have commenced, in accordance with column 2 of the table. Any other statement in column 2 has effect according to its terms.

| Commencement information |
| --- |
| Column 1 | Column 2 | Column 3 |
| Provisions | Commencement | Date/Details |
| 1. Sections 1 to 3 and anything in this Act not elsewhere covered by this table | The day this Act receives the Royal Assent. |  |
| 2. Schedule 1, Part 1 | The day after this Act receives the Royal Assent. |  |
| 3. Schedule 1, Part 2 | The day after this Act receives the Royal Assent.However, the provision(s) do not commence at all if section 3 of the *Corporations Amendment (Corporate Insolvency Reforms) Act 2020* commences before the time this Act commences. |  |

Note: This table relates only to the provisions of this Act as originally enacted. It will not be amended to deal with any later amendments of this Act.

 (2) Any information in column 3 of the table is not part of this Act. Information may be inserted in this column, or information in it may be edited, in any published version of this Act.

3 Schedules

 Legislation that is specified in a Schedule to this Act is amended or repealed as set out in the applicable items in the Schedule concerned, and any other item in a Schedule to this Act has effect according to its terms.

Schedule 1—Amendments

Part 1—Amendments

Corporations Act 2001

1 Section 127 (after the heading)

Insert:

Executing a document without a common seal

2 Before subsection 127(2)

Insert:

Executing a document with a common seal

3 After subsection 127(2)

Insert:

 (2A) For the purposes of subsection (2), the fixing of a common seal to a document is taken to have been witnessed by a person mentioned in paragraph (a), (b) or (c) of that subsection if the person:

 (a) observes the fixing of the seal by electronic means; and

 (b) signs the document; and

 (c) the document includes a statement that the person observed the fixing of the seal by electronic means.

4 Before subsection 127(3)

Insert:

Executing a document as a deed

5 After subsection 127(3)

Insert:

Signing a physical copy or counterpart

 (3A) For the purposes of this section, a document is taken to have been signed by a person if:

 (a) the person signs a copy or counterpart of the document that is in a physical form; and

 (b) the copy or counterpart includes the entire contents of the document.

Signing an electronic copy or counterpart

 (3B) For the purposes of this section, a document is taken to have been signed by a person if:

 (a) the person receives a copy or counterpart of the document:

 (i) that is in a physical form; or

 (ii) by means of an electronic communication; and

 (b) the copy or counterpart includes the entire contents of the document; and

 (c) the person indicates, by means of an electronic communication, that the person has signed the document; and

 (d) a method is used to identify the person and to indicate the person’s intention in respect of the information communicated in the document; and

 (e) the method used was either:

 (i) as reliable as appropriate for the purpose for which the document was generated or communicated, in light of all the circumstances, including any relevant agreement; or

 (ii) proven in fact to have fulfilled the functions described in paragraph (d), by itself or together with further evidence.

Copy or counterpart need not include other signatures

 (3C) For the purposes of paragraphs (3A)(b) and (3B)(b), a copy or counterpart of a document need not include:

 (a) the signature of another person signing the document; or

 (b) any material included in the document to identify another person signing the document or to indicate another person’s intention in respect of the contents of the document.

6 Before subsection 127(4)

Insert:

Other ways of executing documents not limited

7 Subsection 129(5)

After “subsection 127(1)”, insert “, (3A) or (3B)”.

8 Paragraph 129(6)(a)

After “subsection 127(2)”, insert “ or (2A)”.

9 Section 141 (table items 22 and 22A)

Repeal the items, substitute:

|  |  |  |
| --- | --- | --- |
| 22 | When notice is given | 249J(4) |

10 Section 248D

Repeal the section.

11 Paragraphs 249J(3)(c) to (cb)

Repeal the paragraphs, substitute:

 (c) by electronic means in accordance with section 253S; or

12 Subsections 249J(3A) to (5)

Repeal the subsections, substitute:

When notice is given (replaceable rule—see section 135)

 (4) A notice of meeting is taken to be given:

 (a) if it is sent by post—3 days after it is posted; or

 (b) if it is sent by means of electronic communication in accordance with subsection 253S(2)—on the business day after it is sent; or

 (c) if it is sent by giving the member information in accordance with subsection 253S(3)—on the business day after the day on which the information is sent to the member.

13 Paragraph 249L(1)(a)

Repeal the paragraph, substitute:

 (a) set out:

 (i) if there is only one location at which the members who are entitled to physically attend the meeting may do so—the date, time and place for the meeting; and

 (ii) if there are 2 or more locations at which the members who are entitled to physically attend the meeting may do so—the date and time for the meeting at each location, and the main location for the meeting; and

 (iii) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow the members to participate in the meeting by means of the technology; and

14 Section 249R

Repeal the section, substitute:

249R Accessibility of meetings of members

 (1) A meeting of a company’s members must be held:

 (a) at a reasonable time; and

 (b) if any of the company’s members is entitled to physically attend the meeting—at a reasonable location or locations; and

 (c) if virtual meeting technology is to be used in holding the meeting—in accordance with section 253Q.

 (2) For the purposes of paragraph (1)(a), a meeting is taken to be held at a reasonable time if any of the following applies:

 (a) if there is only one location at which the members who are entitled to physically attend the meeting may do so—the meeting is held at a time that is reasonable at the location;

 (b) if there are 2 or more locations at which the members who are entitled to physically attend the meeting may do so—the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting;

 (c) if the meeting is held using virtual meeting technology—the meeting is held at a time that is reasonable at the place where the meeting is taken to be held under section 253R.

15 Section 249S

Repeal the section.

16 Subsection 249T(3)

Repeal the subsection, substitute:

 (3) A meeting of the company’s members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to a meeting (the ***resumed meeting***) at a later time.

 (3A) The directors may specify:

 (a) the date and time of the resumed meeting; and

 (b) if any of the company’s members is entitled to physically attend the resumed meeting—the location or locations at which the members may do so; and

 (c) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow the members to participate in the resumed meeting by means of the technology.

 (3B) If the directors do not specify one or more of the things mentioned in subsection (3A):

 (a) if the date is not specified—the meeting is adjourned to the same day in the next week; and

 (b) if the time is not specified—the meeting is adjourned to the same time; and

 (c) if any of the company’s members was entitled to physically attend the meeting and the location is not specified—the meeting is adjourned to the same location or locations as were specified for the original meeting; and

 (d) if the meeting was held using virtual meeting technology and sufficient information to allow members to participate in the resumed meeting by means of the technology is not specified—participation in the resumed meeting by means of the technology must be provided in the same manner as set out in the notice for the original meeting.

17 Subsection 250A(1)

Omit “, or otherwise authenticated in a manner prescribed by the regulations,”.

18 Subsection 250A(1A)

Repeal the subsection.

19 Paragraph 250B(1)(b)

Repeal the paragraph, substitute:

 (b) if the appointment is signed by the appointor’s attorney—the authority under which the appointment was signed or a certified copy of the authority.

20 Subsection 250B(3)

Repeal the subsection, substitute:

 (3) A company receives a document referred to in subsection (1):

 (a) if the document is given by means of electronic communication in accordance with section 253S—when the document is received by the company; and

 (b) otherwise—when the document is received at:

 (i) the company’s registered office; or

 (ii) a place specified for the purpose in the notice of meeting.

Note: For paragraph (a), if the document is given by means of an electronic communication, it is received by the company when it becomes capable of being retrieved by the company at an electronic address nominated by the company (see subsection 105A(4)).

21 Subsection 250BA(1)

Repeal the subsection, substitute:

 (1) In a notice of meeting for a meeting of the members of the company, the company must specify at least one of the following:

 (a) a place for the purposes of receipt of proxy appointments and proxy appointment authorities;

 (b) sufficient information to allow members to comply with section 250B by means of electronic communication.

22 Paragraph 250BB(1)(b)

Repeal the paragraph, substitute:

 (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must only vote on a poll; and

23 Subsection 250J(1)

Repeal the subsection, substitute:

 (1) A resolution put to the vote at a meeting of a company’s members must be decided:

 (a) on a poll, if:

 (i) virtual meeting technology is used in holding the meeting; or

 (ii) a poll is demanded; or

 (b) otherwise—on a show of hands.

24 At the end of section 250K

Add:

 (4) This section does not apply in relation to a meeting that is held using virtual meeting technology.

Note: Subsection 253Q(3) provides that, if a meeting is held using virtual meeting technology, a vote taken at the meeting must be taken on a poll and not on a show of hands.

25 After paragraph 251A(1)(a)

Insert:

 (aa) if a meeting of the company’s members is held using virtual meeting technology:

 (i) any questions or comments submitted by a member before the meeting; and

 (ii) any questions asked by, or any comments made by, a member at the meeting; and

26 Paragraph 252G(3)(c)

Repeal the paragraph, substitute:

 (c) by electronic means in accordance with section 253S.

27 Subsection 252G(4) (heading)

Repeal the heading, substitute:

When notice is given

28 Subsection 252G(4)

Repeal the subsection, substitute:

 (4) Unless the scheme’s constitution provides otherwise, a notice of meeting is taken to be given:

 (a) if it is sent by post—3 days after it is posted; or

 (b) if it is sent by means of electronic communication in accordance with subsection 253S(2)—on the business day after it is sent; or

 (c) if it is sent by giving the member information in accordance with subsection 253S(3)—on the business day after the day on which the information is sent to the member.

29 Paragraph 252J(a)

Repeal the paragraph, substitute:

 (a) set out:

 (i) if there is only one location at which the members who are entitled to physically attend the meeting may do so—the date, time and place for the meeting; and

 (ii) if there are 2 or more locations at which the members who are entitled to physically attend the meeting may do so—the date and time for the meeting at each location, and the main location for the meeting; and

 (iii) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow the members to participate in the meeting by means of the technology; and

30 At the end of section 252J

Add:

 ; and (e) specify at least one of the following:

 (i) a place for the purposes of receipt of proxy appointments and proxy appointment authorities;

 (ii) sufficient information to allow members to comply with section 252Z by means of electronic communication.

31 Section 252P

Repeal the section, substitute:

252P Accessibility of meetings of members

 (1) A meeting of a registered scheme’s members must be held:

 (a) at a reasonable time; and

 (b) if any of the registered scheme’s members is entitled to physically attend the meeting—at a reasonable location or locations; and

 (c) if virtual meeting technology is to be used in holding the meeting—in accordance with section 253Q.

 (2) For the purposes of paragraph (1)(a), a meeting is taken to be held at a reasonable time if any of the following applies:

 (a) if there is only one location at which the members who are entitled to physically attend the meeting may do so—the meeting is held at a time that is reasonable at the location;

 (b) if there are 2 or more locations at which the members who are entitled to physically attend the meeting may do so—the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting;

 (c) if the meeting is held using virtual meeting technology—the meeting is held at a time that is reasonable at the place where the meeting is taken to be held under section 253R.

32 Section 252Q

Repeal the section.

33 Subsection 252R(4)

Repeal the subsection, substitute:

 (4) A meeting of the scheme’s members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to a meeting (the ***resumed meeting***) at a later time.

 (4A) The responsible entity may specify:

 (a) the date and time of the resumed meeting; and

 (b) if any of the scheme’s members is entitled to physically attend the resumed meeting—the location or locations at which the members may do so; and

 (b) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow members to participate in the resumed meeting by means of the technology.

 (4B) If the responsible entity does not specify one or more of the things mentioned in subsection (4A):

 (a) if the date is not specified—the meeting is adjourned to the same day in the next week; and

 (b) if the time is not specified—the meeting is adjourned to the same time; and

 (c) if any of the scheme’s members was entitled to physically attend the meeting and the location is not specified—the meeting is adjourned to the same location; and

 (d) if virtual meeting technology was used in holding the meeting and sufficient information to allow the scheme’s members to participate in the meeting by means of the technology is not specified—participation in the resumed meeting by means of the technology must be provided in the same manner as set out in the notice for the original meeting.

34 Subsections 252Z(3A) and (4)

Repeal the subsections, substitute:

 (4) A responsible entity receives an appointment authority:

 (a) if the appointment authority is given by means of electronic communication in accordance with section 253S—when the appointment authority is received by the responsible entity; and

 (b) otherwise—when the appointment authority is received at:

 (i) the responsible entity’s registered office; or

 (ii) a place specified for the purpose in the notice of meeting.

Note: For paragraph (a), if the document is given by means of an electronic communication, it is received by the company when it becomes capable of being retrieved by the company at an electronic address nominated by the company (see subsection 105A(4)).

35 Subsection 253J(2)

Repeal the subsection, substitute:

 (2) Any other resolution put to the vote at a meeting of the scheme’s members must be decided:

 (a) on a poll, if:

 (i) the virtual meeting technology is used in holding the meeting; or

 (ii) a poll is demanded; or

 (b) otherwise—on a show of hands.

The resolution is passed on a poll if it has been passed by at least 50% of the votes cast by members entitled to vote on the resolution.

36 At the end of subsection 253M(1)

Add:

 ; and (c) if a meeting of the scheme’s members is held using virtual meeting technology:

 (i) any questions or comments submitted by a member before the meeting; and

 (ii) any questions asked by, or any comments made by, a member at the meeting.

37 At the end of Chapter 2G

Insert:

Part 2G.5—Virtual meetings, electronic communication of documents, and recording and keeping of minute books

Division 1—Interpretation

253P References to *meetings*

 In this Part:

***meeting*** means:

 (a) a meeting of a company’s members; or

 (b) a meeting of the directors of a company (including meetings of a committee of directors); or

 (c) a meeting of a registered scheme’s members.

Division 2—Virtual meetings

253Q Virtual meetings

 (1) Virtual meeting technology may be used in holding a meeting, provided the technology gives all persons entitled to attend the meeting a reasonable opportunity to participate without being physically present in the same place.

 (2) All persons so participating in the meeting are taken for all purposes to be present in person at the meeting while so participating.

 (3) A vote taken at a meeting of the members of a company or registered scheme must be taken on a poll, and not on a show of hands.

 (4) All persons so participating in the meeting who are entitled to vote at the meeting must be given the opportunity (at the election of the voter) to:

 (a) participate in the vote in real time; or

 (b) where practicable, record a vote in advance of the meeting.

 (5) If:

 (a) virtual meeting technology is to be used in holding a meeting; and

 (b) a document is required or permitted to be tabled at the meeting;

the document is taken to have been tabled at the meeting if the document is given to the persons entitled to attend the meeting before or at the meeting.

253R Place and time of virtual meetings

 (1) This section applies in relation to a meeting if virtual meeting technology is used in holding the meeting.

 (2) If any of the persons entitled to attend the meeting is entitled to physically attend the meeting:

 (a) the place for the meeting is taken to be:

 (i) if there are 2 or more locations at which persons who are entitled to physically attend the meeting may do so—the main location for the meeting as set out in the notice of the meeting; and

 (ii) otherwise—the location where the persons may physically attend the meeting; and

 (b) the time for the meeting is taken to be the time at the place for the meeting.

 (3) If none of the persons entitled to attend the meeting is entitled to physically attend the meeting:

 (a) the place for the meeting is taken to be the address of:

 (i) if the meeting is a meeting of a company’s members or of the directors of a company—the registered office of the company; or

 (ii) if the meeting is a meeting of a registered scheme’s members—the registered office of the responsible entity for the registered scheme; and

 (b) the time for the meeting is taken to be the time at the place for the meeting.

Division 3—Electronic communication and signatures

253S Electronic communication of documents

Documents to which this section applies

 (1) Subject to subsection (7), this section applies to:

 (a) any document that is required or permitted to be given to a person (the ***recipient***) under this Act that relates to a meeting, including but not limited to the following:

 (i) a request in relation to a meeting;

 (ii) a notice of a meeting;

 (iii) a notice of a resolution or record of a resolution;

 (iv) a statement in relation to a meeting, or in relation to a matter to be considered at a meeting;

 (v) the appointment of a proxy in relation to a meeting, or any other document in relation to a proxy;

 (vi) a question for, or response to a question by, an auditor of the company;

 (vii) minute books; and

 (b) any document that is required or permitted to be given to a person (the ***recipient***) under this Act that relates to a resolution or declaration to be considered without a meeting; and

 (c) any document:

 (i) that relates to a meeting, or to a resolution or declaration to be considered without a meeting; and

 (ii) that is required to be signed by a person under this Act.

Giving the document

 (2) The document may be given to the recipient by means of an electronic communication.

 (3) The document may be given by giving the recipient (by means of an electronic communication or otherwise) sufficient information to allow the recipient to access the document electronically.

 (4) However, an electronic communication or electronic access may only be used if, at the time the electronic communication is used or information about the electronic access is given:

 (a) it is reasonable to expect that the document would be readily accessible so as to be useable for subsequent reference; and

 (b) there is a nominated electronic address in relation to the recipient.

Signing the document

 (5) If the document is required to be signed by a person, that requirement is taken to have been met in relation to the electronic communication of the document, or access to the document electronically, if:

 (a) the person receives a copy or counterpart of the document:

 (i) that is in a physical form; or

 (ii) by means of an electronic communication; and

 (b) the copy or counterpart includes the entire contents of the document; and

 (c) the person indicates, by means of an electronic communication, that the person has signed the document; and

 (d) a method is used to identify the person and to indicate the person’s intention in respect of the information communicated in the document; and

 (e) the method used was either:

 (i) as reliable as appropriate for the purpose for which the document was generated or communicated, in light of all the circumstances, including any relevant agreement; or

 (ii) proven in fact to have fulfilled the functions described in paragraph (d), by itself or together with further evidence.

 (6) For the purposes of paragraph (5)(b), a copy or counterpart of a document need not include:

 (a) the signature of another person signing the document; or

 (b) any material included in the document to identify another person signing the document or to indicate another person’s intention in respect of the contents of the document.

Application of section to documents given to ASIC

 (7) Subsections (2) to (4) do not apply to a document that is required or permitted to be given to ASIC.

 (8) If:

 (a) under this Act, the signature of a person is required on a document; and

 (b) the person signs the document in accordance with subsection (5); and

 (c) the person submits the document for lodgement;

ASIC must not refuse to receive or register the document on the basis that the document has not been signed.

Division 4—Recording and keeping of minute books

253T Electronic recording and keeping of minute books

 (1) If information is required to be recorded in a minute book, the information may be recorded in electronic form if, at the time of the recording of the information, it was reasonable to expect that the information would be readily accessible so as to be useable for subsequent reference.

 (2) If a minute book is required to be kept at a place, the requirement is taken to be satisfied if:

 (a) an electronic form of the minute book is open for inspection at the place in accordance with this Act; and

 (b) having regard to all the relevant circumstances at the time of the generation of the electronic form of the minute book, the method of generating the electronic form of the minute book provided a reliable means of assuring the maintenance of the integrity of the information contained in the minute book; and

 (c) at the time of the generation of the electronic form of the minute book, it was reasonable to expect that the information contained in the electronic form of the minute book would be readily accessible so as to be useable for subsequent reference.

 (3) For the purposes of subsection (2), the integrity of information contained in a minute book is maintained if, and only if, the information has remained complete and unaltered, apart from:

 (a) the addition of any endorsement; or

 (b) any immaterial change;

which arises in the normal course of communication, storage or display.

Division 5—Review

253U Review of operation of this Part

 (1) The Minister must cause a review to be undertaken of the operation of this Part.

 (2) The review must be conducted as soon as practicable after the end of 5 years after this section commences.

 (3) The Minister must cause a written report about the review to be prepared.

38 In the appropriate position in Chapter 10

Insert:

Part 10.52—Application and transitional provisions relating to the Corporations Amendment (Virtual Meetings and Electronic Communications) Bill 2020

1679 Definitions

 In this Part:

***commencement day*** means the day on which Schedule 1 to the *Corporations Amendment (Virtual Meetings and Electronic Communications) Bill 2020* commences.

1679A Application—virtual meetings

 The amendments made by Schedule 1 to the *Corporations Amendment (Virtual Meetings and Electronic Communications) Bill 2020* apply in relation to a meeting if:

 (a) the meeting is held on or after the commencement day; and

 (b) each document that relates to the meeting that is required or permitted to be given to a person under this Act is given on or after the commencement day.

1679B Application—recording and keeping of minute books

 The amendments made by Schedule 1 to the *Corporations Amendment (Virtual Meetings and Electronic Communications) Bill 2020* apply in relation to minute books kept before, on or after the commencement day.

1679C Application—execution of documents

 Sections 127 and 129, as amended by Schedule 1 to the *Corporations Amendment (Virtual Meetings and Electronic Communications) Bill 2020*, apply in relation to a document that is executed on or after the commencement day.

1679D Application of COVID‑19 instrument

 The modifications of this Act made by the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* do not apply in relation to:

 (a) any of the following meetings that is held on or after the commencement day:

 (i) a meeting of a company’s members;

 (ii) a meeting of the directors of a company (including meetings of a committee of directors);

 (iii) a meeting of a registered scheme’s members; or

 (b) a document that is executed by a company on or after the commencement day.

Part 2—Amendments if this Act commences before the Corporations Amendment (Corporate Insolvency Reforms) Act 2020

Corporations Act 2001

39 Section 9

Insert:

***document*** means any record of information, and includes:

 (a) anything on which there is writing; and

 (b) anything on which there are marks, figures, symbols or perforations having a meaning for persons qualified to interpret them; and

 (c) anything from which sounds, images or writings can be reproduced with or without the aid of anything else; and

 (d) a map, plan, drawing or photograph.

***electronic communication*** means:

 (a) a communication of information in the form of data, text or images by means of guided and/or unguided electromagnetic energy; or

 (b) a communication of information in the form of speech by means of guided and/or unguided electromagnetic energy, where the speech is processed at its destination by an automated voice recognition system.

***nominated electronic address***, in relation to the addressee of an electronic communication, means:

 (a) the most recent electronic address nominated by the addressee to the originator of the electronic communication as the electronic address for receiving electronic communications; or

 (b) if:

 (i) the addressee has nominated an electronic address as mentioned in paragraph (a) and the originator knows, or there are reasonable grounds to believe, that the address is not a current electronic address for the addressee; or

 (ii) the addressee has not nominated an electronic address as mentioned in paragraph (a);

 an electronic address that the originator believes on reasonable grounds to be a current electronic address for the addressee for receiving electronic communications.

***receive***, in relation to an electronic communication, has a meaning affected by section 105A.

***sent***, in relation to an electronic communication, has a meaning affected by section 105A.

***virtual meeting technology*** means any technology that allows a person to participate in a meeting without being physically present at the meeting.

40 After section 105

Insert:

105A When is an electronic communication *sent* and *received*

 (1) This section applies in relation to an electronic communication unless otherwise agreed between the originator and the addressee of the electronic communication.

 (2) An electronic communication is ***sent***:

 (a) when the electronic communication leaves an information system under the control of the originator or of the party who sent it on behalf of the originator; or

 (b) if the electronic communication has not left an information system under the control of the originator or of the party who sent it on behalf of the originator—when the electronic communication is received by the addressee.

Note: Paragraph (b) would apply to a case where the parties exchange electronic communications through the same information system.

 (3) Subsection (2) applies even though the place where the information system supporting an electronic address is located may be different from the place where the electronic communication is taken to have been sent under section 105B.

 (4) An electronic communication is ***received*** when the electronic communication becomes capable of being retrieved by the addressee at the addressee’s nominated electronic address.

 (5) It is to be assumed that an electronic communication is capable of being retrieved by the addressee when it reaches the addressee’s nominated electronic address.

 (6) Subsection (4) applies even though the place where the information system supporting an electronic address is located may be different from the place where the electronic communication is taken to have been received under section 105B.

105B Place where an electronic communication is sent or received

 (1) This section applies in relation to an electronic communication unless otherwise agreed between the originator and the addressee of the electronic communication.

 (2) An electronic communication is taken to have been sent:

 (a) if the addressee is a company or registered scheme and the originator is a member of the company or registered scheme—from the address of the originator as contained on the register of members of the company or registered scheme at the time the communication is sent; and

 (b) if the originator has a registered office and paragraph (a) does not apply—from the registered office of the originator; and

 (c) otherwise:

 (i) from the most recent physical address nominated by the originator to the addressee; or

 (ii) if the originator has not nominated a physical address as mentioned in subparagraph (i)—from the originator’s usual residential address in Australia.

 (3) An electronic communication is taken to have been received:

 (a) if the originator is a company or registered scheme and the addressee is a member of the company or registered scheme—at the address of the addressee as contained on the register of members of the company or registered scheme at the time the communication is received; and

 (b) if the addressee has a registered office and paragraph (a) does not apply—at the registered office of the addressee; and

 (c) otherwise:

 (i) at the most recent physical address nominated by the addressee to the originator; or

 (ii) if the addressee has not nominated a physical address as mentioned in subparagraph (i)—at the addressee’s usual residential address in Australia.

41 At the end of Part 10.52

Add:

1679E Validation of things done under COVID‑19 instruments

 (1) This item applies if, before the commencement day:

 (a) a thing is done in accordance with:

 (i) the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*; or

 (ii) the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*; and

 (b) the thing done would, apart from this item, be invalid or ineffective because it did not satisfy the requirements of this Act.

 (2) The thing done is as valid and effective, and is taken always to have been as valid and effective, as it would have been had the thing done satisfied the requirements of this Act.