



23 July 2024

Meetings and Documents Review  
c/- Better Business Communications Unit  
Market Conduct and Digital Division  
The Treasury  
Langton Crescent  
PARKES ACT 2600

By email to: [meetingsanddocumentsreview@treasury.gov.au](mailto:meetingsanddocumentsreview@treasury.gov.au)

## ASX SUBMISSION TO STATUTORY REVIEW OF THE MEETINGS AND DOCUMENTS AMENDMENTS

ASX appreciates the opportunity to provide a submission to the Statutory Review of the Meetings and Documents Amendments (**the amendments**). As the operator of critical market infrastructure, ASX is supportive of regulatory arrangements that ensure the efficiency, flexibility and transparency of corporate governance in Australia with appropriate safeguards to protect shareholders rights. Such regulatory arrangements ensure that Australia remains an attractive location to both list and invest.

ASX considers the amendments to be a positive step in modernising corporate practices and accommodating the diverse needs of listed entities and their stakeholders, in response to the evolving business environment, particularly in light of the challenges posed by the COVID-19 pandemic. The amendments have introduced flexibility in how listed entities can conduct meetings and meet requirements around the provision of documents. ASX agrees with the comments provided on the 2022 legislation by the Senate Economics Legislation Committee that the changes “appear, on balance, to be a sensible move to enable the sector to move into the digital age.”<sup>1</sup>

### Observations on the amendments relating to meetings

The ASX Listing Rules require a limited number of matters to be approved by security holders. Examples include certain transactions involving persons in a position of influence, and new issues of securities exceeding 15% of issued capital. The Listing Rules specify certain minimum information that must be disclosed to security holders about resolutions that are required under the Listing Rules. There are also general requirements relating to the content of proxy forms, the disclosure of prepared announcements that will be delivered at security holder meetings (including prepared addresses by the Chair and CEO), and the outcomes of resolutions put to a meeting of security holders.

As a market operator, ASX has no preference in relation to the specific form of meetings conducted by listed entities, provided they are conducted properly and in accordance with the law. Whether a company opts to hold physical, virtual or hybrid meetings should be a matter of individual choice, driven by the preferences of their security holders and the unique circumstances of the entity. ASX’s supervisory focus is on disclosure to the market through the Market Announcements Platform, rather than the mechanics of how meetings are conducted or how notice is provided to individuals.

One of the principles on which the Listing Rules are based is that the practices adopted in relation to meetings of security holders should allow security holders the opportunity to express their views openly to the board and management.<sup>2</sup> This principle is consistent with the expectation included in the 2022 legislation that all meetings, regardless of how they are held, must give the members as a whole a reasonable opportunity to participate.

---

<sup>1</sup> Senate Economic Legislation Committee, Corporations Amendment (Meetings and Documents) Bill 2021 [Provisions], para 2.43.

<sup>2</sup> See Introduction to the Listing Rules.

---

ASX has not undertaken any formal collection of feedback from listed entities about the amendments. Anecdotally, ASX has observed that listed entities generally consider that the option to hold hybrid or virtual meetings is now an accepted and permanent part of the corporate governance landscape. There is broad based support for the amendments, which is based on the preference for optionality that is now provided as a result. Entities noted that hybrid meetings allow broader participation in the meeting by shareholders, irrespective of geographical barriers. This was particularly appreciated by companies with a significant amount of overseas investors.

ASX's experience as a market operator does not suggest that the amendments have hindered the ability for security holders to participate or had impacts on levels of accountability of entities, relative to the prior regime.

As noted in the Statutory Review of the Meetings and Documents Amendments: Consultation Paper (**Consultation Paper**) there are a growing number of large listed companies that are now livestreaming their AGMs via webcast for interested observers or have undertaken the practice of transcribing AGMs and publishing these reports online for free. Such actions by companies also promote shareholder participation, engagement and transparency without strictly moving into a hybrid or virtual meeting format.

#### *Wholly virtual meetings*

ASX notes that the amendments allow companies and registered schemes to hold wholly virtual members' meetings only if they are expressly required or permitted via the entities' constitution. ASX has observed some feedback from entities that the need to alter the constitution by special resolution to permit wholly virtual meetings is not practical as there is varying levels of support for the changes amongst institutional investors. This has presented an obstacle for listed entities adopting the flexibility provided by the legislation.

As noted in the Consultation Paper, companies making initial public offerings (IPOs) following the amendments in 2022 could be presented to the market with a constitution that permits wholly online meetings. While ASX has not undertaken any fulsome data collection, ASX has observed that entities making IPOs following the 2022 amendments are increasingly doing so with constitutions that permit the use of wholly virtual meetings.

#### **Amendments relating to documents**

Limited feedback has been provided about the amendments related to the electronic provision or signing of documents beyond general support. Entities, including ASX, consider that the amendments enhance the ability to operate efficiently in an increasingly digital landscape. ASX itself has observed that the amendments have enabled the streamlining of the admission process for ASX by facilitating the provision of admission documentation in electronic form.

ASX has not observed evidence of increased risk of fraudulent or other misuse of law as a result of the amendments.

We would welcome the opportunity to discuss the matters raised in this submission in further detail. If you have any questions, please contact Shelby Brinkley, Senior Policy Adviser, on [REDACTED] or [REDACTED].

Kind regards

[REDACTED]

---

**Diane Lewis**  
GM, Regulatory Strategy and Executive Adviser

[REDACTED]