



Barcelona, 28 May 2020



Decree Law 19/2020 of 19 May
COMPLEMENTARY SOCIAL AND HEALTH MEASURES
TO ALLEVIATE THE EFFECTS OF THE COVID-19
PANDEMIC

Decree Law 19/2020 on complementary social and health measures to alleviate the effects of the pandemic generated by the COVID-19 was published in the Catalan Government Official Gazette on 21 May, regulating various measures relating to social benefits, health measures and measures applicable to Catalan cooperative societies.

The exceptional measures adopted in relation to Catalan cooperative societies are explained below.



MEASURES CONCERNING THE CONVENING AND HOLDING OF GENERAL ASSEMBLIES

The Decree Law provides for various measures that may be adopted exceptionally and **until 31 December 2020**, even if not provided for in cooperatives' bylaws, which are as follows.

Convening of the general assembly

The Governing Council is empowered to **convene general assemblies remotely**, provided that the cooperative and the members have the necessary means to conduct them with all necessary guarantees. The telematic announcement will state the reasons for the exceptional procedure and specify how it will be carried out on both first and second call. Access must be provided to the documents relating to the matters to be dealt with in the assembly, as provided for in Article 39.2 of the Law on Cooperatives.

The Governing Council will be responsible for informing members of the measures adopted in order to participate in the assembly.

Holding of the general assembly

Likewise, a general assembly may be held and the relevant resolutions adopted by videoconference or other means of communication that allow remote participation by members, as provided for in Article 46.3 of the Catalan Cooperatives Law 12/2015 of 9 July.

These meetings will be deemed to have been held at the **cooperative's registered office for all purposes**.

The minutes of the meeting will indicate the circumstances mentioned in Article 51 of the Cooperatives Law and will expressly state that the identity of all persons attending has been verified. The minutes will be sent to the e-mail address of each attendee immediately or, at the latest, within three days of the meeting.

General assemblies convened before the declaration of the state of emergency which were to be held after the declaration and which may be changed in accordance with Decree Law 10/2020 of 27 March **may be held within the relevant deadline using the remote methods described above**.

Extraordinary and ordinary assemblies

The Governing Council may call **special assemblies** with the minimum and maximum advance notice it considers appropriate, depending on the urgency of the resolution to be adopted, and will explain the reasons for this in the decision adopted. The Governing Council will be responsible for receiving the announcement for members and for the guarantees required to hold the meeting.



Exceptionally, cooperatives with financial periods that end after 14 September 2019 and before the day following the end of the state of emergency may hold the **regular assembly** provided for in Article 43.5 of the Cooperatives Law until 31 December 2020. They may also **have their books of account officially stamped** until 31 December 2020.

General assemblies to resolve **on appeals concerning disciplinary proceedings** that could not be dealt with due to the state of emergency must be convened within six months of the end of the state of emergency.

Members' voting rights

In the general assemblies that are called, each member may have **up to five delegated votes** which must comply with the requirements established by the Cooperatives Law. The Governing Council may approve alternative mechanisms to those provided for in Article 48.2 of the Cooperatives Law in relation to the obligation to make available to members the **votes** that pertain to each person.

Delegate assemblies

Until 31 December 2020, cooperatives with assemblies that consist of delegate assemblies **are not required to hold preparatory or section assemblies beforehand** even if their bylaws so provide.

Appointments of delegates made prior to the declaration of the state of emergency and those who complete their mandates subsequent to the declaration of the state of emergency and until 31 December 2020 will be understood to be extended until 31 December 2020. If they have been appointed for a specific meeting and this was postponed due to the state of emergency, the appointment will be understood as extended until the assembly is held.

MEASURES RELATING TO THE GOVERNING COUNCIL

On an exception basis and **until 31 December 2020**, even if not provided for in the cooperative's bylaws, the Governing Council and the delegate committees may **meet and adopt resolutions by videoconferencing or other means of communication that enable members to communicate remotely**. These meetings will be understood to be held at the **registered address** of the cooperative.

Similarly, the Governing Council **may adopt resolutions without a meeting** provided that this is decided by the chairperson or is requested by at least two members.

Measures relating to grounds for dissolution

The financial period ended in the year in which the state of emergency is declared will not be taken into consideration for the purpose of determining the **existence of grounds for**



dissolution of the cooperative in cases in which their capital falls below the minimum established by law or in the bylaws and this situation persists for more than one year.

Validity of terms of office

On an exceptional basis, the appointment of the members of cooperative societies and the various corporate bodies whose terms of office expire in 2020 will be **understood to remain in force until the first assembly convened after the declaration of the state of emergency**, which must be held by 31 December 2020.

The measures adopted under Decree-Law 19/2020 on complementary social and health measures to alleviate the effects of the pandemic generated by COVID-19 came into force on 21 May 2020.

The full legal text may be consulted at the following link:

<https://portaldogc.gencat.cat/utillsEADOP/PDF/8138/1795098.pdf>

The professionals that regularly work with your company are at your disposal for any clarification or additional information you may require in relation to the content of this Circular Letter. Please contact us by telephone at 934 677 414.

**Yours sincerely,
AUDICONSULTORES**

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