

Legal Issues of E-Meeting Legislations AMCHAM Thailand Legal Committee Video Conference

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Emergency Decree on Electronic Meetings B.E. 2563 ("EDEM")

- **Enactment Date: 18th April 2020**
- **Effective Date: 19th April 2020**
- **Repealed and replaced the Notification of the National Council for Peace and Order No. 74/2557 on Electronic Meetings B.E. 2557 dated 27th June 2014**
- **In response to the Covid-19 pandemic**
- **For efficiency and continuity of public sector administration and private sector operation**

An E-Meeting under EDEM

- **Meeting is required by law.**
- **Meeting is convened via electronic media.**
- **Attendees are not at the same place.**
- **Attendees can discuss or exchange opinions via electronic media.**
- **Meeting must meet the e-meeting security standards announced by the MDES (Ministry of Digital Economy and Society).**

Legal Status of E-Meetings

- An alternative of meetings convened under the normal legal procedures.
- Chairman of the meeting can decide to call an e-meeting.
- Notices, minutes and agenda documents can be also made, given and kept by electronic means.
- E-meetings have the same legal effect as meetings convened under the normal legal procedures.
- Electronic data of e-meeting cannot be denied in evidence in civil, criminal or other lawsuits merely because it is electronic data.

EDEM Applies to E-Meetings of:

Private Sector

- ordinary partnerships
- limited partnerships
- limited companies
- public limited companies
- trade associations
- chambers of commerce

Public Sector

- government authorities
- local authorities
- state enterprises
- public organization
- other public offices

EDEM Does Not Apply to Meetings of:

- **the House of Representatives**
- **the Senate**
- **the Parliament**
- **Courts for preparation of judgments or orders**
- **Government authorities, local authorities, state enterprises, public organizations and other public offices for procurement procedures**
- **Other meetings to be prescribed under MDES ministerial regulations**

Meetings of Companies



BOD Meeting

Board of Directors Meeting



AGM

Annual General Meeting of Shareholders



EGM

Extraordinary General Meeting of Shareholders

How to Call E-Meeting

- **Notice calling e-meeting and agenda documents can be made and sent by electronic means.**
- **Notice period under the law or the AOA must be complied.**
- **Copies of notice and agenda documents can be kept in printed copies or electronic files.**

How to Convene E-Meeting Person in Charge of E-Meeting Must:

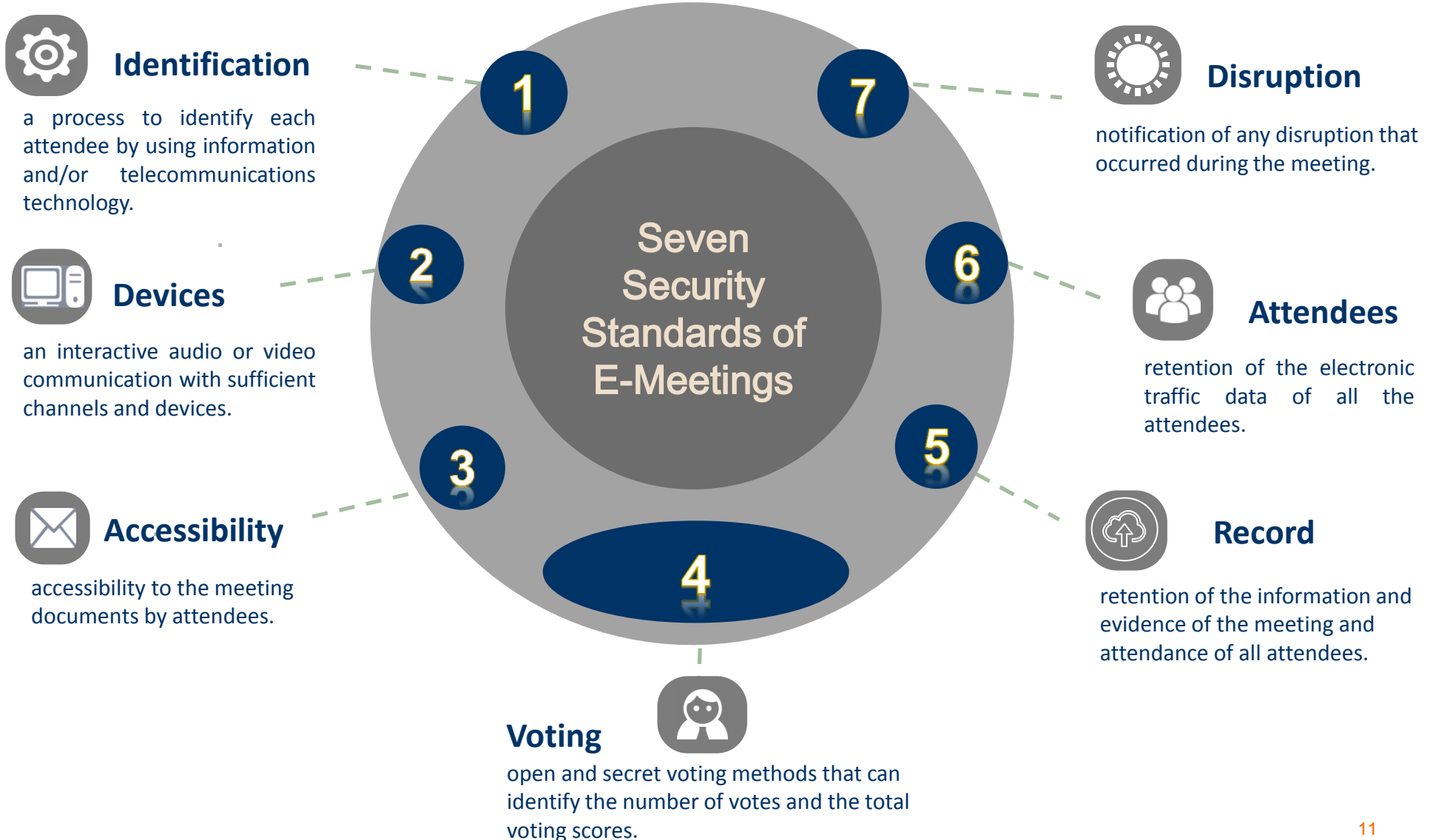


- 1** Arrange for attendees to identify themselves through electronic means before commencement the meeting
- 2** Arrange for attendees to vote on an open voting or a confidential voting
- 3** Prepare minutes of the meeting in writing
- 4** Record audio or audio and video records of all attendees throughout the meeting (except confidential meeting parts) and keep them as part of the minutes
- 5** Keep the electronic traffic data of all attendees for evidence and keep it as part of the minutes
- 6** Convene e-meeting in accordance with the security standards announced by MDES

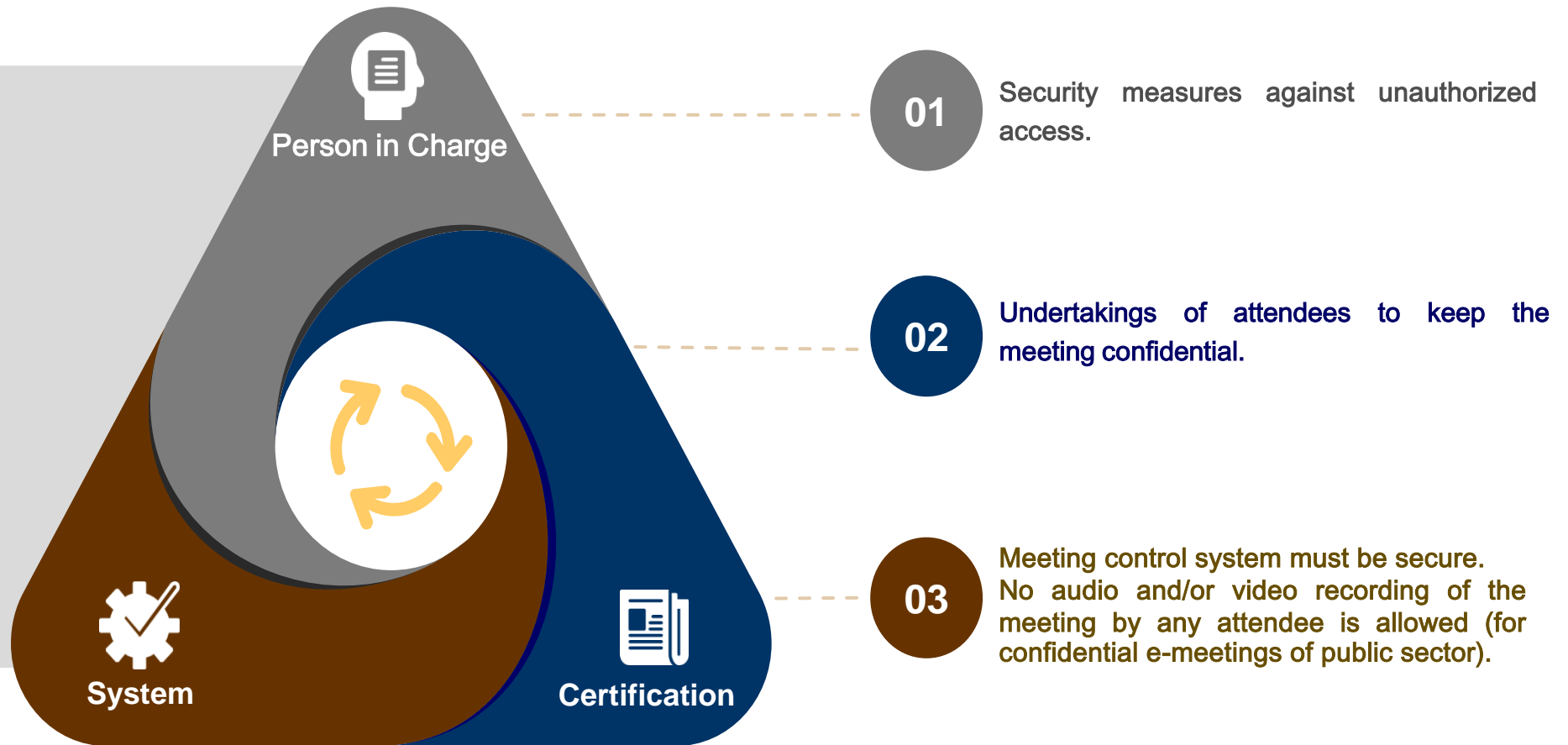
MDES E-Meeting Security Standards

- **MDES Notification on Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 dated 12th May 2020**
- **Effective Date: 27th May 2020**
- **Security standards for e-meetings under EDEM and adopting international e-meeting security standards**

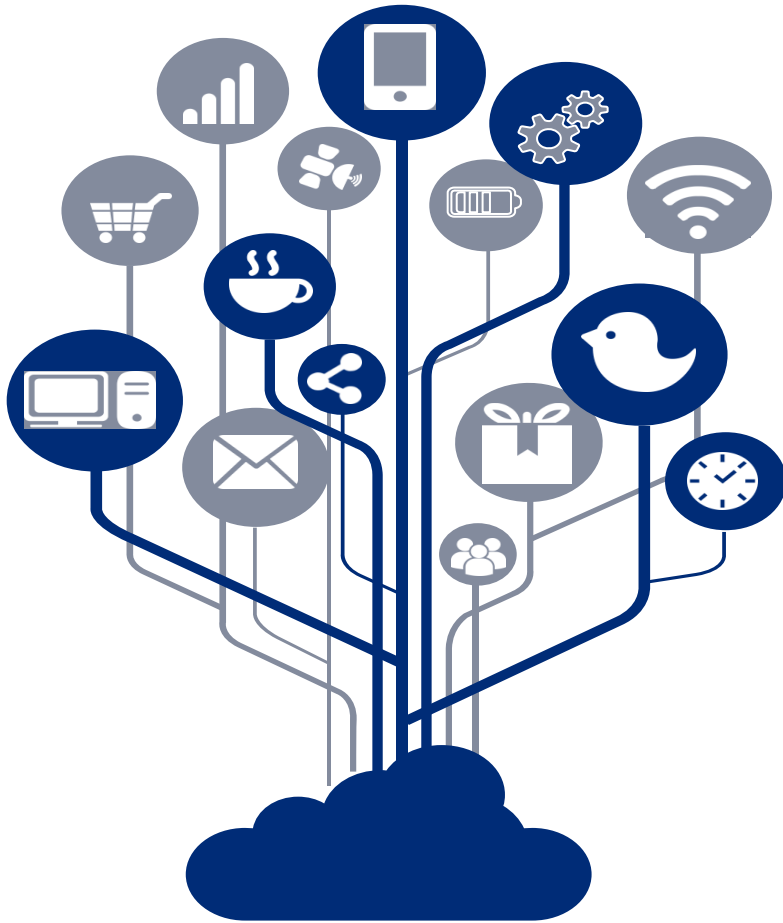
Seven Security Standards of E-Meetings



Confidential E-Meeting Security Standards



Minimum Information Security Standards



CONFIDENTIALITY

No accession and disclosure of information to unauthorized person



INTEGRITY

Information is retained without alteration



AVAILABILITY

Information can be accessed and used when needed



DATA PROTECTION

Personal data protection law is complied.



OTHERS

Authenticity, accountability and reliability of electronic data.

ETDA Information Security Standards for E-Meeting Control Systems

- Announcement of the Electronic Transactions Development Agency (“ETDA”) on Standards for Maintaining Information Security for E-Meeting Control Systems dated 29th May 2020
- 10 measures / objectives for general e-meeting control systems.
- 5 measures / objectives for confidential e-meeting control systems.
- 3 levels of normative and informative measures:
 - “shall” = requirement
 - “should” = recommendation
 - “may” = permission

ETDA Information Security Standards Are Based On:

- **ISO/IEC 27001:2013 and ISO/IEC 27770:2019** – requirements for a information security management control.
- **ISO/IEC 27002:2013** - guidelines for organization information security standards and management practices including implementation and management of information security risk environment.
- **ENISA Technical Guidelines for the Implementation of Minimum Security Measures for Digital Service Providers** - high-level security objectives for digital service providers and sophisticated levels of implementation of security measures.
- **ETDA Recommendation on ICT Standards for Electronic Transactions 19-2018 Digital Identity Guideline for Thailand: Enrolement and Identity Proofing** - enrollment and verification of identity for use in digital authentication.

ETDA Information Security Standards Are Based On:

- **ETDA Recommendation on ICT Standard for Electronic Transactions 20-2018 on Digital Identity Guideline for Thailand: Authentication** - authenticator assurance level for identity provider to prevent impersonation and other attacks.
- **ISO/IEC27017:2015** - security standard for cloud service providers and users for a safer cloud-based environment and reducing security risks.
- **ISO/IEC27018:2019** - measures to protect Personally Identifiable Information (PII) for public cloud computing environment.

Filing of E-Meeting Documents with Authorities

- Several government authorities still require wet signatures for e-meeting documents (notices, minutes, and agenda documents) and the normal legal procedures for their preparation, delivery and retention.
- Some government authorities accept electronic documents.
- Electronic records of e-meetings are admissible as evidence in civil, criminal and other proceedings in Court.
- General statutory limit of 10 years applies to e-meeting records and e-meeting computer traffic data.

Questions? More Information?

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