



## RESEARCH ARTICLE

Section(s): *Legal Studies*

## Examining the legal framework governing the electronic conduct of general assembly meetings in public shareholding companies in Jordan

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### ABSTRACT

This study analyzes the legal framework for electronic general assembly meetings in Jordanian public shareholding companies amidst digital transformation. It assesses whether current laws uphold process validity, corporate decision integrity, and shareholder rights protection. The research notes that while Jordanian law acknowledges electronic meetings, it lacks detailed procedures, leading to challenges like verifying shareholder identity, quorum calculation, and electronic voting integrity. In contrast, EU regulations, particularly the Shareholder Rights Directive, offer a more robust framework by promoting electronic participation and transparency. The pandemic has further accelerated these developments in the EU. The study concludes that for effective electronic meetings, Jordan needs comprehensive legislation to ensure secure mechanisms for identity verification and voting, enhance regulatory oversight, and align with international digital governance standards.

**KEYWORDS:** digital corporate governance, shareholder rights, electronic voting, identity verification, corporate law, Jordanian legal system, European Union law, digital transformation

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## **Introduction**

In recent years, the world has undergone a rapid digital transformation that has extended across virtually all sectors of the state. This shift has been accompanied by a growing interest in electronic negotiations conducted over the internet, a development largely attributable to continuous technological advancements in digital networks (Al-Jundi, 2022). Within this broader transformation, the sector of public shareholding companies has faced increasing pressure to keep pace with technological progress in order to ensure business continuity and to adopt modern and advanced governance mechanisms. Commercial companies, as a central feature of social and economic life, have existed throughout all stages of civilization. Over time, they have expanded and evolved to occupy a leading position in industrial and commercial activity. In many jurisdictions, corporate entities have come to dominate significant aspects of economic life, to the extent that their influence is rivaled only by that of the state itself (Al-Akili, 2022).

In light of the technological developments and transformations witnessed since the beginning of the new century, a range of new concepts has emerged across various fields, including the corporate sector, which is intrinsically linked to the modern digital revolution. Among these developments is the concept of conducting general assembly meetings of public shareholding companies through electronic means, including virtual meetings and electronic voting systems. These innovations are closely associated with digital transformation processes. (Awaishah et al., 2025a)

Within this context, the organization of general assembly meetings through electronic platforms has emerged as a prominent manifestation of digital transformation. This evolution is driven, on the one hand, by technological innovation, and on the other, by exceptional circumstances such as the COVID-19 pandemic. Importantly, electronic meetings do not replace traditional in-person assemblies nor eliminate their role; rather, they function as a complementary mechanism aimed at enhancing corporate performance and improving the efficiency of governance processes (Tawkal, 2022).

## **Research Problem**

Although Jordanian legislation permits the convening of general assembly meetings of public shareholding companies through electronic means, this permission remains surrounded by a range of legal and practical challenges. These challenges primarily concern the adequacy of the legislative and regulatory framework in ensuring the validity of such meetings and the integrity of their procedures. The core issue lies in the insufficiency of the Jordanian legal framework in establishing clear and detailed rules governing the conduct of electronic meetings. As a result, there is a growing reliance on administrative circulars and instructions issued by the Companies Controller to regulate many procedural aspects. This raises significant questions regarding the extent to which such instructions are consistent with statutory provisions and whether they are sufficient to safeguard shareholders' rights, particularly in relation to participation and voting. Furthermore, concerns arise the effectiveness of mechanisms for verifying shareholders' identities, calculating quorum requirements, and conducting board elections electronically, especially where the law mandates secret balloting. Additional issues relate to ensuring the security and confidentiality of information exchanged through electronic platforms.

## **Methodology**

This study adopts both analytical and comparative approaches.

The analytical method is employed to examine and interpret the relevant legal texts governing the electronic convening of general assembly meetings under Jordanian law, particularly the Jordanian Companies Law No. 22 of 1997 and its amendments, as well as the related regulations and administrative instructions. It also involves analyzing the legal issues arising from the implementation of electronic meetings in public shareholding companies and classifying them systematically into thematic sections. The comparative method is used to evaluate the Jordanian legal framework in comparison with the legal systems of the United Arab Emirates and the European Union, both of which represent advanced regulatory models in this field. This comparison seeks to extract lessons and derive conclusions that may contribute to the development and modernization of the Jordanian legal framework.

## Electronic Voting in General Assembly Meetings: Legal Foundations and Practical Implications

One of the fundamental principles established in corporate law is the shareholder's right to attend general assembly meetings and to vote on their resolutions. Accordingly, most commercial legislations recognize the shareholder's right to vote and to access information as essential rights that cannot be denied (Shalibak, 2025). In the context of general assembly meetings, voting is intrinsically linked to determining quorum and the required majority for the validity of both the meeting and the resolutions adopted therein. Traditionally, voting procedures have relied on the physical presence of shareholders at a designated location. (Abu Mudallala & Al-Mughrabi, 2018)

However, with the significant technological advancements in communication and information systems, shareholders are now able to participate in general assembly meetings and exercise their voting rights remotely through electronic means, commonly referred to as virtual attendance. This development represents an extension of the traditional concept of participation in corporate meetings, rather than a replacement of it. (Awaishah, 2023)

Electronic voting has emerged as a particularly effective solution in light of contemporary legal and economic challenges, reflecting the need to reconsider long-standing legal concepts and adapt them to modern realities. The integration of technology across various sectors has necessitated recognition of remote participation as a legitimate and practical form of engagement, especially in response to global developments (Tawkal, 2022). Importantly, electronic voting does not replace traditional voting mechanisms but rather enhances the efficiency and performance of administrative participation within corporate structures.

Technological developments have thus introduced a new model of voting conducted through specialized electronic systems, commonly referred to as electronic voting. This mechanism is widely accepted as an additional means through which shareholders may express their voting preferences in general assembly meetings without requiring physical attendance (Abdel-Sadiq, 2009; Al-Jundi, 2022). Consequently, digital technologies have enabled a reconfiguration of traditional shareholder meetings, opening new avenues for participation through electronic interfaces such as digital platforms and touch-based systems. (Al Khaldi et al., 2025)

From a conceptual perspective, electronic voting encompasses a range of methods, including electronic casting, processing, and counting of votes (Al-Muaini, 2011). It has also been defined more broadly as the use of internet and telecommunication technologies in managing voting processes, including voter registration, database management, vote counting, and result dissemination in a fully electronic environment.

In the specific context of public shareholding companies, electronic voting is defined as an innovative system that enables shareholders who are unable to attend general assembly meetings—whether personally or by proxy—to vote on resolutions through secure electronic platforms within a specified timeframe prior to the meeting. Such participation is legally recognized as equivalent to physical attendance, and the votes cast electronically are counted toward quorum and final voting outcomes (Arab, 2018).

With regard to its legal basis in Jordanian law, neither the Jordanian Companies Law nor the Instructions for Supervising General Assembly Meetings of Public Shareholding Companies provide an explicit definition of electronic voting. However, the law does address related concepts such as cumulative voting, defined as a mechanism allowing shareholders to allocate their votes proportionally based on the number of shares they own. Furthermore, these instructions regulate certain procedural aspects, including the requirement that elections of board members be conducted by secret ballot using pre-approved voting forms (Official Gazette, 2017).

This raises a critical issue regarding the compatibility of electronic voting with the principle of secret ballot, particularly in terms of ensuring that voting processes remain confidential and free from external influence or pressure. Ensuring the integrity of electronic voting systems therefore requires the availability of robust technological infrastructure, advanced software and hardware solutions, and adherence to high standards of security, transparency, and neutrality. It also necessitates addressing challenges related to digital and functional illiteracy among shareholders, as well as preventing any form of coercion or undue influence during the voting process. (Abdelrahman et al., 2026)

From a legal perspective, electronic voting in general assembly meetings is considered a permissive rather than mandatory system under Jordanian law. The legislator has granted companies the discretion to adopt electronic systems for presenting agenda items and conducting voting processes. Notably, remote voting is legally treated as equivalent to actual attendance at the meeting. (Alrfoua et al., 2026)

Electronic voting may be conducted either prior to or during the meeting, through methods such as correspondence voting or real-time participation via video conferencing and electronic communication systems. This requires the existence of a secure, integrated, and neutral electronic system resistant to cyber threats, as well as a dedicated and secure corporate website to facilitate such processes. (Al-Billeh, 2023)

The Jordanian legislator has adopted a gradual approach by introducing electronic voting as an optional system rather than imposing it as a mandatory requirement. This reflects a pragmatic understanding of the challenges associated with its implementation, particularly given the varying levels of technological readiness among companies. Consequently, the adoption of electronic voting typically requires amendments to the company's articles of association. (Rukba et al., 2025)

This legislative approach aligns with the broader policy of gradual digital transformation, allowing companies to select the most appropriate electronic voting mechanisms based on their specific circumstances. It also acknowledges the coexistence of multiple forms of participation within the same meeting, including personal attendance, proxy voting, and remote electronic participation. (Khashashneh et al., 2023)

Finally, it is essential to promote awareness and capacity-building initiatives, including training programs, seminars, and workshops, to familiarize stakeholders—such as shareholders, board members, legal professionals, and regulators—with the functionalities, advantages, and limitations of electronic voting systems. Such efforts are crucial in addressing practical challenges, particularly those arising from limited user experience. (Alkhaldeh et al., 2025)

Electronic voting, in general, may take various forms, including voting by show of hands, paper ballots, or digital systems used in listed companies. It may also be conducted either remotely via internet-based platforms or through on-site electronic voting systems. Two primary methods can be identified: voting by correspondence prior to the meeting, and real-time voting through integrated video conferencing and electronic communication tools. (Al-Wreikat et al., 2025)

Voting by correspondence represents an important mechanism for enabling shareholders who are unable to attend meetings to participate in corporate decision-making. It allows for broader expression of shareholder opinions compared to unrestricted proxy voting (Hamdawi, 2013; Al-Qaisi, 2017; Benhlal, 2012). This method is characterized by accuracy, cost efficiency, faster result processing, and reduced error rates compared to manual or mechanical voting systems. It also contributes to expanding shareholder participation and improving engagement in general assembly meetings. The second method, based on real-time electronic communication and video conferencing, represents a more advanced and innovative approach, enabling immediate interaction and participation during the meeting itself.

### **Electronic Signatures on Minutes of Meetings: Evidentiary Value and Legal Validity**

A written document cannot serve as valid evidence unless it bears the signature of the person from whom it originates. The signature, as the second essential element of proof after writing, functions to attribute the document to its author. It is widely accepted in law that a signature constitutes a necessary condition for the validity and evidentiary force of written documents, whether official or private. However, technological developments have significantly reshaped transactional practices, leading to the emergence of electronic writing. This, in turn, necessitates the use of electronic signatures to attribute such records to their originators. The inherent intangible nature of electronic records, coupled with the impracticality of applying traditional handwritten signatures, has led to the development of a new form of signature known as the electronic signature, which functionally replaces its traditional counterpart (Rabdhi, 2009).

The Jordanian legislator has defined the electronic signature in the Electronic Transactions Law No. 15 of 2015 as data in the form of letters, numbers, symbols, or other forms, incorporated electronically into or logically associated with an electronic record, with the purpose of identifying the signatory and distinguishing them from others (Electronic Transactions Law No. 15 of 2015).

Accordingly, the signatory is required to exercise reasonable care and due diligence to prevent unauthorized use of their electronic signature. The effectiveness of electronic signatures in fulfilling the functions of traditional handwritten signatures necessitates their recognition by the legislator, including granting them full evidentiary value before courts and administrative authorities. This recognition is particularly essential in the context of electronic transactions conducted over the internet, where reliance on traditional paper-based documentation is

no longer practical. Consequently, electronic documents, once properly authenticated and electronically signed, may be presented as admissible evidence before judicial bodies (Hijazi, 2007; Falah, 2007).

Jordanian law further provides that an electronic record associated with a protected or certified electronic signature possesses the same evidentiary value as an ordinary written document. Such records may be invoked as evidence by the parties to the electronic transaction, and in the case of certified signatures, even against third parties (Electronic Transactions Law No. 15 of 2015). Moreover, the Instructions for the Use of Electronic Means in Corporate Procedures of 2021 explicitly recognize the legal validity of electronic signatures on the minutes of general assembly meetings, permitting such minutes to be signed electronically (Official Gazette, 2021).

Electronic signatures exist in various forms, reflecting the evolution of technological systems. Among these is the digital signature, which is commonly defined as a confidential code or encrypted numerical value generated through specialized software using public and private key cryptography. This method ensures that only the holder of the private key can generate the signature, while the recipient can verify its authenticity. Digital signatures are considered among the most secure forms of electronic signatures, as they ensure authentication, data integrity, confidentiality, and non-repudiation (Nsirat, 2005; Boudi, 2009; Al-Mutalqah, 2011).

Other forms include electronic pen signatures, which involve scanning a handwritten signature and embedding it into an electronic document. While this method is easy to use, it is more vulnerable to forgery, as the signature can be copied and reused without the knowledge or consent of its owner (Qantoush, 2000). Biometric signatures also exist, relying on unique personal identifiers such as fingerprints, retinal scans, or voice recognition, which are stored and verified electronically.

Electronic signatures may also be executed through simple means such as attaching a signature to an email message sent to another party, thereby indicating consent and authentication.

In conclusion, electronic signatures possess full legal validity equivalent to handwritten signatures on corporate meeting minutes, provided that they are authenticated, meet the required technical standards, and are supported by advanced verification technologies. Their reliability depends on ensuring the authenticity of the signatory, preventing forgery, and maintaining the integrity of the signed document. To achieve this, electronic signatures should be linked to a certified digital authentication system issued by a legally authorized entity, thereby ensuring their enforceability and evidentiary strength before official and judicial authorities.

### **Legal Validity and Evidentiary Recognition of Electronically Convened General Assembly Meetings**

As previously noted, under exceptional circumstances, the scope of legality may expand to encompass actions that would not ordinarily fall within its ambit under normal conditions. Such circumstances have a direct impact on regulatory oversight; however, this does not imply the absence of supervision. Rather, the standard for assessing the legality of actions becomes more flexible. Acts that might be deemed unlawful due to non-compliance with legal provisions in ordinary situations may be considered lawful when justified by exceptional conditions (Sari, 1996).

In order to avoid legal uncertainty surrounding the legitimacy of general assembly and board meetings in companies, the Jordanian legislator has taken steps to regulate this matter through statutory provisions and implementing instructions. As a result, the electronic convening of general assembly meetings has been recognized as both lawful and valid, particularly following legislative amendments such as those introduced to the Companies Law in 2021.

Under this framework, electronic meetings are formally documented through minutes signed using electronic signatures, while attendance is verified through technological means. Additionally, the approval of the Companies Controller is required, thereby ensuring the legality and validity of the decisions adopted during such meetings. (Alhrerat et al., 2025)

Furthermore, the Instructions on Regulating the Use of Electronic Services and the Adoption of Electronic Means by the Securities Commission issued in 2024 provide that applications, documents, and minutes submitted electronically shall be considered legally valid and compliant with applicable legal requirements. Responsibility for their accuracy rests with the signatories and the applicant, who is also required to retain the original documents and submit them to the authority upon request (Securities Commission Instructions, 2024).

## Digital Governance and Shareholder Rights

Digital governance represents a multifaceted challenge that extends beyond the mere technical management of networks. It constitutes a comprehensive regulatory process in which technical, political, social, and legal considerations intersect. This process, aimed at organizing and regulating the use of the internet, faces increasing complexity due to the rapid pace of technological development. Each new advancement introduces additional layers of complexity, necessitating the continuous evolution of governance mechanisms. Among the most significant challenges confronting digital governance are cybersecurity and data privacy. With the growing frequency and sophistication of cyberattacks, it has become essential to develop effective governance strategies to mitigate these risks, including risk assessment, penetration testing, and the implementation of advanced security systems. At the same time, the protection of personal data has become increasingly critical as the collection and analysis of user data expand (RMG, 2025).

Emerging technologies such as artificial intelligence, blockchain, and the Internet of Things add further dimensions to the challenges of digital governance. While these technologies offer substantial opportunities for enhancing efficiency and innovation, they also raise concerns relating to privacy, ethics, and broader social and economic impacts. This necessitates the development of appropriate legal and regulatory frameworks capable of balancing the promotion of innovation with the protection of shareholder rights. Given the rapid evolution of the internet and the continuous changes in user behavior, governance systems must remain flexible and adaptive. In this regard, reports issued by the United Nations Economic and Social Commission for Western Asia emphasize the importance of keeping pace with technological developments in the field of internet governance (ESCWA, 2023).

Corporate governance is defined as a framework of rules, policies, and procedures that determine how companies are directed and controlled. It aims to ensure transparency, accountability, and fairness in corporate management, thereby enhancing the confidence of investors, shareholders, and other stakeholders. In the context of a rapidly evolving global economy, corporate governance has become a fundamental pillar for ensuring corporate sustainability and strengthening competitiveness in the market. It encompasses the regulation of relationships between the board of directors, executive management, shareholders, and other stakeholders. Through the effective implementation of governance principles, companies can improve decision-making processes, reduce risks, and build a strong institutional reputation (BP Clinic, 2024).

The achievement of effective governance in public shareholding companies rests on two principal dimensions: balancing the relationship between shareholders and management through the activation of governance principles, and the imposition of sanctions in cases of non-compliance. The first dimension is reflected in the promotion of transparency, integrity, and the protection of stakeholders' rights. Transparency is ensured through accurate disclosure of information and conflicts of interest, while integrity requires managers to refrain from prioritizing personal interests over those of the company, thereby necessitating proper management of conflicts of interest and regulation of unfair competition. Protecting stakeholder rights involves prioritizing shareholder interests while also recognizing the importance of other stakeholders. The second dimension is achieved through legal sanctions, including nullity, compensation, and criminal or administrative penalties imposed on managers who engage in misconduct, such as misuse of company assets or exploitation of undisclosed information (Mamlouk, 2022).

Although legal frameworks aim to maintain a balance between shareholders and management through governance mechanisms and sanctions, this balance requires further reinforcement. This includes strengthening managerial accountability and enhancing shareholder awareness of the importance of governance. Shareholders, particularly in public shareholding companies where the gap between ownership and control is more pronounced, must adopt a more active role in corporate life. (Alayaydeh et al., 2025) If physical attendance at general assembly meetings is not always feasible, engagement can at least be maintained through monitoring and utilizing the information made available via digital platforms. Without such engagement, shareholders may be unable to effectively hold management accountable. (Al-Louzi & Al-Hallameh, 2023)

Ultimately, the effectiveness of corporate governance is not determined solely by the will of management but is also influenced by external factors, including regulatory authorities—particularly securities commissions—and the broader role of the state in fostering a stable investment environment and combating corruption. In jurisdictions where political instability and corruption persist, governance rules alone may not be sufficient to prevent managerial abuse of shareholder funds (ESCWA, 2023).

## **Protection of Shareholder Rights in Electronic General Assembly Meetings**

The Jordanian legislator has kept pace with developments in corporate governance by issuing a Corporate Governance Guide through the Companies Control Department at the Ministry of Industry and Trade. This was followed by the issuance of Corporate Governance Instructions for Listed Shareholding Companies in 2017, and more recently, the Corporate Governance Rules for Shareholding Companies of 2024. These rules impose specific requirements on candidates seeking election as independent board members, including the submission of a declaration confirming the absence of any circumstances that would compromise their independence. Moreover, independent board members are required to maintain such independence throughout their term of office. In the event that an elected independent member loses this status after the announcement of the election results, the matter must be presented immediately to the general assembly during the same meeting in order to take the appropriate decision, whether by re-election of independent members or by appointing the next candidate who obtained the highest number of votes (Corporate Governance Rules, 2024).

From a practical perspective, the legislator has adopted a flexible approach by allowing the board of directors to determine the appropriate electronic means of communication, recognizing the continuous evolution of such technologies. In practice, companies rely on modern communication tools to convene general assembly meetings and ensure effective participation. These include email notifications, corporate websites, and virtual meeting platforms such as Zoom and Cisco Webex. Through these platforms, shareholders can register, vote, and submit inquiries electronically. Proxy forms are transmitted via authorized email channels, and shareholder identities are verified through the submission of supporting documentation before granting access credentials. All such procedures are typically conducted in coordination with the Companies Control Department. (Awaisheh et al., 2024a)

With respect to the protection of shareholder rights, general assembly meetings—whether ordinary or extraordinary—must comply with quorum requirements established by law. Given the impracticality of unanimity in corporate decision-making, resolutions are generally adopted according to the principle of majority rule. While this principle is presumed to reflect the corporate interest, it inevitably results in the division of shareholders into majority and minority groups. The majority is granted the authority to impose decisions on all shareholders, including those absent from the meeting, thereby expressing the collective will of the company (Schmidt, 1970).

However, the authority of the majority is not absolute. It must be exercised within the limits of achieving the corporate interest and cannot disregard the rights of minority shareholders. Minority shareholders remain protected against the arbitrary exercise of majority power, as their subordination to majority decisions is conditional and not unrestricted. The majority cannot extinguish individual rights entirely, as this would contradict the foundational principle of consensus upon which the company is established. Therefore, the authority of the majority is relative and must be exercised only to the extent necessary to fulfill its function without exceeding its limits (Ghimouz, 2011).

For these reasons, modern legal systems emphasize the necessity of strengthening and protecting individual shareholder rights within the framework of digital governance. Such rights must remain safeguarded against majority interference, while minority protections are reinforced to ensure both fairness and the proper functioning of the company. Digital governance, therefore, must not only facilitate participation but also guarantee that electronic mechanisms do not undermine fundamental shareholder rights, particularly in relation to voting, access to information, and participation in decision-making processes. (Alayaydeh et al., 2024).

## **The European Union's Approach to Electronic General Assembly Meetings in Public Shareholding Companies**

Within the European Union, legal frameworks have progressively evolved to strengthen the protection of shareholder rights, particularly by enabling electronic participation in general assembly meetings. A key milestone in this development is Directive 2007/36/EC, adopted on 11 July 2007, which addresses the exercise of certain rights of shareholders in listed companies. This directive has played a significant role in enhancing the political rights of shareholders across EU Member States by expanding the scope of legal rules related to transparency and by establishing mechanisms that enable shareholders to participate in general meetings through modern technological means, including cross-border voting, provided that principles of transparency and equal treatment are preserved (Directive 2007/36/EC, 2007, Recital 2).

The directive further emphasizes that effective shareholder oversight constitutes a fundamental requirement for sound corporate governance. Accordingly, it encourages the facilitation and promotion of shareholder engagement by removing barriers to participation, particularly through the use of digital tools. This reflects a forward-looking understanding of the role of digital technologies in modernizing corporate governance while maintaining essential safeguards against abuse or imbalance within the collective management structure of public shareholding companies (Directive 2007/36/EC, 2007, Recital 3).

More broadly, the European Union has witnessed significant developments in the regulation of public companies, including the manner in which general assembly meetings may be conducted electronically. Notably, the EU has not imposed a uniform procedural model for electronic meetings. Instead, it has adopted a flexible legislative approach that establishes a general legal framework while leaving detailed implementation to national laws of Member States. This approach seeks to strike a balance between allowing companies to benefit from technological innovations and ensuring the protection of shareholder rights, particularly the rights to vote and participate in decision-making processes. (Awaishah et al., 2024b)

It follows that the EU position is grounded in recognizing the legal validity of electronically convened general assembly meetings, subject to regulation under national legislation in a manner that ensures both flexibility in application and adherence to core principles of corporate governance and transparency. Consequently, different Member States have adopted varying models for regulating electronic meetings, reflecting their respective legal traditions and regulatory priorities. (Al-Kasassbeh et al., 2024)

Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies. (2007). *Official Journal of the European Union*, L184, 17–24. European Commission. (2017). *Report on the application of Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies*.

European Parliament & Council of the European Union. (2017). *Directive (EU) 2017/828 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement*. *Official Journal of the European Union*, L132, 1–25.

### **The EU Legislative Framework for Electronic General Assembly Meetings**

European Union legislation concerning the conduct of general assembly meetings through electronic means is fundamentally grounded in the recognition of shareholders' rights to participate in such meetings. This principle forms a central pillar of the EU's legislative framework, which aims to promote digitalization while safeguarding shareholder engagement. EU directives have focused on strengthening shareholder rights by establishing legal rules within company law that facilitate electronic (virtual) meetings, particularly with respect to ensuring participation and voting rights. At the same time, the EU has refrained from imposing a uniform model for such meetings, instead leaving the detailed regulation of procedures and data protection requirements to the national laws of Member States.

A key development in this regard is Directive 2007/36/EC, which introduced clear measures to enhance shareholder participation in general meetings. Among its primary objectives is the removal of legal obstacles to electronic participation mechanisms provided by companies, as well as the elimination of restrictions on remote voting, whether by traditional correspondence or electronic means, except where necessary to verify shareholder identity or ensure the security of electronic communication systems (Directive 2007/36/EC, 2007, Recital 9).

In pursuit of these objectives, the directive addresses the problem of low shareholder participation in general meetings by encouraging the use of modern technologies that enable shareholders to attend and participate remotely without requiring physical presence. It also establishes rules governing electronic participation, proxy voting, and voting by correspondence. Proxy voting, in particular, is recognized as an important mechanism for facilitating shareholder participation, which explains the relatively high levels of engagement observed in jurisdictions such as the United Kingdom and the United States, where proxy voting has become the primary means through which shareholders exercise their voting rights. Nevertheless, practical experience has revealed certain deficiencies in proxy voting systems, including issues of opacity, lack of trust, and, in some cases, inaccuracies in vote confirmation and result reporting.

Furthermore, Article 8 of the directive requires Member States to adapt their national legislation to

enable companies to allow shareholders to participate in general meetings remotely through the use of modern communication technologies. These technologies must allow real-time transmission of the meeting proceedings and enable shareholders to vote on proposed resolutions either before or during the meeting. The purpose of this provision is to eliminate the need for shareholders to rely on proxies in situations where physical attendance is not feasible. (Alhasan & Awaisheh, 2024)

Importantly, the electronic communication tools employed must be capable of providing shareholders with continuous, real-time access to the discussions taking place during the meeting, while also enabling them to exercise their voting rights effectively. This reflects the EU's broader objective of ensuring that technological innovation enhances, rather than undermines, shareholder rights and corporate governance standards. (Awaisheh, 2025c).

### **The Impact of COVID-19 on the EU Legal Framework for Electronic General Assembly Meetings**

The COVID-19 pandemic had a profound impact on the conduct of general assembly meetings across Europe in 2020. In most Member States, temporary restrictions were imposed on public gatherings and freedom of movement, making physical general meetings practically impossible. In response, governments introduced emergency legislation to relax the general rules governing shareholder participation in company meetings. These measures enabled public shareholding companies to hold fully virtual meetings, subject to specific conditions, resulting in an unprecedented increase in virtual general assemblies across the European Union (Denis & Blume, 2021) .

At the same time, emergency laws in several Member States restricted certain shareholder rights, including the ability to speak, ask questions, and vote based on adequate information, thereby raising concerns about the balance between flexibility and the protection of shareholder rights (Hölz, 2020) .

To better understand the EU's position, it is necessary to consider the regulatory landscape prior to the COVID-19 crisis. The general framework established by Directive 2007/36/EC emphasized that companies should not face legal obstacles in providing electronic participation mechanisms for shareholders. It further required that voting—whether by correspondence or electronic means—should not be subject to restrictions, except where necessary to verify shareholder identity and ensure the security of electronic communications (Directive 2007/36/EC, 2007, Recital 9).

In addition, Article 8 of the directive obliges Member States to allow companies to offer shareholders various forms of electronic participation in general meetings, including real-time broadcasting, two-way communication, and mechanisms for casting votes either before or during the meeting, without requiring the appointment of a physical proxy. (Al-Zubi et al., 2024).

Despite this harmonized framework, the implementation across Member States varied significantly prior to the pandemic. Some jurisdictions, such as Spain and Germany, allowed fully virtual general meetings only if expressly authorized in the company's articles of association. In Portugal, electronic meetings were permitted provided that the company's constitutional documents did not prohibit them and that adequate safeguards regarding communication security and meeting records were in place. (Juwaihan & Issa, 2021).

In Finland, fully electronic meetings were allowed subject to unanimous shareholder consent. By contrast, in countries such as France, Luxembourg, Iceland, and Italy, fully virtual meetings were generally permitted only during the COVID-19 pandemic. In other jurisdictions, including Poland and Slovenia, this model was not explicitly regulated within company law.

The United Kingdom adopted a more flexible approach, as its legal framework did not introduce significant procedural amendments during the pandemic. Instead, companies were allowed to hold virtual or hybrid meetings where their articles of association permitted such arrangements. Guidance issued in March 2020 clarified that shareholders might be unable to attend physically, and companies were encouraged to adapt accordingly, including by converting physical meetings into hybrid formats (Hölz, 2020).

Even prior to the pandemic, many jurisdictions had already begun encouraging the use of digital technologies to enhance shareholder engagement, including electronic voting and remote participation. For example, regulatory authorities in the United States facilitated the electronic distribution of proxy materials, while Brazil introduced remote voting ballots to address practical challenges in shareholder participation, particularly for foreign investors. (Juwaihan et al., 2025).

These developments align with the principles set out in the Organisation for Economic Co-operation and Development (OECD) corporate governance framework, which emphasizes the removal of barriers to cross-border voting and encourages the use of electronic voting mechanisms on a non-discriminatory basis among shareholders. (Awaishah & Al-Dabbas, 2024)

Overall, the COVID-19 pandemic acted as a catalyst for accelerating the adoption of electronic general meetings within the European Union. While emergency measures temporarily expanded the use of virtual meetings, they also exposed regulatory gaps and practical challenges, highlighting the need for a more coherent and resilient legal framework that balances technological flexibility with the effective protection of shareholder rights.

### **EU Legislative Developments in Regulating Electronic General Assembly Meetings**

Electronic general meetings have become a defining feature of modern corporate governance frameworks, requiring transparency, accountability, and integrity in decision-making processes. General assembly meetings must provide shareholders with the opportunity to ask questions, engage directly with the board of directors, interact with other shareholders, and request additional information prior to voting. Within the EU company law framework, the right of shareholders to participate and vote in general meetings is recognized as a fundamental right, as affirmed in Directive 2007/36/EC and further reinforced by Directive (EU) 2017/828. These instruments establish core rules aimed at enhancing shareholder engagement in companies incorporated within EU Member States (Denis & Blume, 2021).

Under this framework, Member States are required to allow companies to provide shareholders with various forms of electronic participation in general meetings. These include real-time webcasting of meetings, two-way communication enabling remote interaction, and mechanisms for casting votes either before or during the meeting without requiring the appointment of a physical proxy. This approach enables shareholders to exercise their rights with greater flexibility and without the constraints of physical attendance. (Awaishah et al., 2024)

The use of electronic means for shareholder participation may, however, be subject to proportionate requirements necessary to ensure proper identification of shareholders and the security of electronic communications. In this regard, EU legislation balances technological facilitation with safeguards aimed at preserving the integrity of the voting process. (Awaishah et al., 2025d).

An additional development is reflected in Directive (EU) 2019/1151, which amended Directive (EU) 2017/1132 concerning the use of digital tools in company law. Although this directive does not explicitly regulate virtual general meetings, it establishes a broader legal foundation for digitalization within corporate processes and may serve as a basis for future regulatory developments in the area of virtual shareholder participation (Dumančić & Vuletić, 2024).

Furthermore, Council Regulation (EU) 2020/699 introduced temporary measures during the COVID-19 crisis, allowing European companies (SE) and European cooperative societies (SCE) to hold general meetings within extended timeframes. However, the EU's overall approach to coordination has resulted in a degree of fragmentation, as Member States adopted diverse national legislative responses to address virtual meetings during emergencies. (Almansour & Ismail, 2024).

Future developments in EU company law are likely to focus on revising existing instruments, particularly the Shareholder Rights Directive and the Digital Tools Directive, with a view to establishing a more coherent framework for fully virtual and hybrid general meetings. In this context, the European Commission has also engaged expert groups, such as the Informal Company Law Expert Group (ICLEG), to examine issues related to virtual shareholder meetings, including decision-making authority, shareholder identification, and the scope of rights that may be exercised electronically (ICLEG, 2020).

At the policy level, the principles set out by the Organisation for Economic Co-operation and Development emphasize the importance of ensuring effective shareholder participation and voting in general meetings. These principles call for the removal of barriers to voting, including cross-border voting, and encourage the use of electronic voting systems, such as proxy voting platforms and secure electronic confirmation mechanisms, to facilitate shareholder engagement (OECD, 2017).

In practice, several jurisdictions have implemented advanced technological solutions to support virtual

meetings. For instance, Poland has introduced real-time two-way communication systems and live-streaming of meetings, while Türkiye enabled listed companies to conduct general assembly and board meetings electronically through centralized electronic systems during the COVID-19 crisis (Denis & Blume, 2021).

Despite these advancements, virtual meetings have generated mixed reactions among stakeholders. Some institutional investors have expressed concerns regarding the replacement of physical meetings with fully virtual formats, including potential limitations on shareholder engagement and transparency. Empirical observations from jurisdictions such as Malaysia indicate that physical attendance remains the preferred mode of participation for major shareholders, even when virtual options are available (Denis & Blume, 2021; Nili & Wischmeier Schaner, 2020).

In conclusion, while EU legislation has successfully established a flexible framework enabling electronic shareholder participation, the regulatory landscape remains fragmented due to reliance on national implementation. Although hybrid and electronic participation are widely accepted, fully virtual meetings are generally permitted only under specific conditions, often requiring authorization in the company's articles of association. However, the experience of the COVID-19 pandemic has demonstrated the necessity of allowing fully virtual meetings in exceptional circumstances, highlighting the need for a more harmonized and resilient regulatory framework across the European Union.

### **Experiences of EU Member States in Conducting Electronic General Assembly Meetings**

This section examines selected experiences of European Union Member States in adapting their legal frameworks to align with EU directives on electronic general assembly meetings. While some jurisdictions have introduced detailed legislative provisions regulating virtual meetings, others have opted to implement only the minimum requirements set out in EU directives, maintaining a preference for physical attendance or requiring explicit authorization for electronic meetings within the company's articles of association. These differing approaches reflect broader legislative trends in digital corporate governance and illustrate the balance between technological innovation and the protection of shareholder rights.

### **Advanced National Experiences**

#### **Germany**

Germany represents a leading example in the legal regulation of fully virtual general assembly meetings. Following the COVID-19 pandemic, there was growing support for permanently enabling virtual shareholder meetings. In February 2022, the Federal Ministry of Justice introduced a draft law aimed at incorporating virtual general meetings into German stock corporation law (Denis & Blume, 2021). This was followed by the formal adoption of the law by the German Parliament in June 2022, marking a significant shift toward the digitalization of corporate governance. (Awaisheh et al., 2025e)

Prior to the pandemic, electronic participation by shareholders was permitted only if explicitly provided for in the company's articles of association, and fully virtual meetings were not generally allowed. However, emergency legislation adopted during the pandemic enabled companies to hold fully virtual meetings. Building on this experience, the 2022 reform introduced a permanent framework allowing virtual general meetings without requiring physical attendance, extending beyond public shareholding companies to other corporate forms as well (Hopt, 2022).

The new German framework establishes several key requirements to ensure both effective participation and the protection of shareholder rights in virtual meetings:

- Full audiovisual transmission of the meeting proceedings
- Availability of mechanisms enabling shareholders to exercise voting rights electronically or through electronic proxies
- Protection of shareholders' rights to submit proposals via audiovisual communication
- Ensuring access to comprehensive information through electronic means
- Provision of the management board report at least seven days prior to the meeting, particularly where questions are submitted in advance
- Protection of shareholders' rights to comment electronically
- Enabling shareholders to speak during the meeting through real-time audiovisual communication

- Allowing shareholders to lodge objections electronically to resolutions adopted during the meeting
- These requirements reflect a comprehensive approach aimed at replicating, as closely as possible, the procedural guarantees of physical meetings within a virtual environment.

## **Conclusion**

In light of the rapid digital transformation experienced by public shareholding companies and the increasing reliance on electronic tools in corporate governance—driven by technological innovation and exceptional global circumstances—the electronic conduct of general assembly meetings has emerged as a significant contemporary legal issue requiring precise legislative regulation. Such regulation must strike a careful balance between legal validity, administrative efficiency, and the protection of shareholder rights.

This study has examined the legal framework governing electronic general assembly meetings under Jordanian law and assessed its adequacy in ensuring procedural integrity and the validity of corporate decisions. It has also incorporated a comparative analysis with the European Union framework. The findings indicate that the absence of detailed legislative provisions in Jordan gives rise to several legal challenges, including difficulties in verifying shareholder identity in virtual environments, ambiguity in calculating quorum in cases of remote participation or technical disruptions, and the lack of explicit safeguards ensuring the confidentiality of electronic voting—particularly in situations where secret ballots are required, such as board elections.

Moreover, the absence of binding technical standards for electronic platforms raises concerns regarding data security and the reliability of corporate decision-making processes. These issues may ultimately affect the legal validity of resolutions and expose them to judicial challenge. (Awaisheh et al., 2025f).

The study further highlights the importance of preserving shareholder rights by upholding principles of transparency and equality while leveraging digital technologies to enhance corporate governance. Electronic general assembly meetings represent a natural evolution in the digital era, contributing to increased shareholder participation, improved transparency, and reduced operational costs. However, the realization of these benefits depends on the existence of a comprehensive and coherent legislative framework that ensures procedural reliability, legal certainty, and effective protection of shareholder rights.

## **Findings**

The Jordanian legal framework governing electronic general assembly meetings remains underdeveloped. Although the legislator has recognized their legality in principle, this recognition is general and lacks detailed procedural regulation, resulting in significant legislative gaps. Comparative legal systems, particularly within the European Union, demonstrate a more advanced level of regulatory development. These systems provide clearer procedural rules concerning digital identity verification, electronic voting, data protection, and regulatory oversight, thereby ensuring a higher degree of legal certainty and shareholder protection. When properly regulated, electronic general assembly meetings constitute an effective mechanism for strengthening corporate governance by enhancing shareholder participation, increasing transparency, and reducing administrative costs. However, their effectiveness is contingent upon the existence of a clear and integrated legal framework.

## **Recommendations**

Amend the Jordanian Companies Law to include explicit and detailed provisions regulating the electronic conduct of general assembly meetings, rather than relying on general clauses and administrative instructions. Establish clear legal rules governing the procedures of electronic meetings, including mechanisms for convening meetings, verifying shareholder identity through recognized digital identification systems or certified electronic signatures, and ensuring secure participation. Develop precise legislative standards for calculating electronic quorum, including rules addressing real-time and non-real-time participation, as well as procedures for handling technical failures or connectivity disruptions. Strengthen the supervisory role of regulatory authorities, particularly the Securities Commission and the Companies Controller, by mandating the use of approved electronic platforms and ensuring effective oversight of the technological systems used in electronic meetings. Draw on advanced comparative experiences, particularly the European Union framework in digital identity and shareholder rights, to modernize the Jordanian legal system. Align national legislation with digital governance standards and broader digital transformation strategies, including the development of a national procedural framework that clearly defines the legal and technical requirements for companies, shareholders, and regulatory authorities.

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