

**ANNUAL GENERAL MEETING**Thursday 29<sup>th</sup> June 2021

13:00 – 14:00

Venue: Zoom

**Attendees**

First name	Surname	Company
Paul	Astengo	HM Government of Gibraltar
Melanie	Barker	British Chamber of Commerce   EU & Belgium
Carmen	Bell	Portland Consulting
Peter	Bell	Expedite Group (in person and later by proxy)
Richard	Carty	Execellerator Limited
Daniel	Dalton	British Chamber of Commerce   EU & Belgium
Marco	Fugaccia	City of London Corporation
Lizzie	Gull	British Chamber of Commerce   EU & Belgium
Louise	Harvey	FTI Consulting
Matt	Hinde	National Grid
Louise	Holton	British Chamber of Commerce   EU & Belgium
Laura	Koene	Novartis
Ben	Lawler	British Chamber of Commerce   EU & Belgium
Deborah	Loones	Relocation Belgium
Yasmine	Lingemann	British Chamber of Commerce   EU & Belgium
Robin	Manning	British Agriculture Bureau
Seán	Murray	EUK Consulting
Tom	Parker	Cambre Associates
Ed	Read Cutting	The Fry Group
David	Reed	KREAB
Madi	Reynolds	British Chamber of Commerce   EU & Belgium
Hugues	Thibaut	SD WORX
Kieran	Watkins	Smiths Group plc (Smiths Detection)
Aled	Williams	FTI Consulting

**Proxy Voting Forms Received**

Adri	Verhagen	AdriVerhagenConsulting
Peter	Bell	Expedite Group
Philippe	Jadoul	Vialegis

**1. Approval of minutes and apologies.**

2 Board members, Philippe Jadoul (**PJ**) and Peter Bell (**PB**), had sent in proxy votes appointing Tom Parker (**TP**), President to cast their votes. **PB** was able to join the meeting at the start. The meeting was quorate.

**TP** welcomed all and explained that this was going to be a meeting dealing with various administrative matters. There will be a further EGM in September which will provide updates on Chamber activities and elections for the Board. **TP** thanked all for their attendance as this enabled these important governance issues to be discussed and, if approved, then the Chamber can put in place necessary changes.

The minutes of the previous meeting on 4<sup>th</sup> June 2020 were shown and had been sent to all prior to the meeting. **TP** asked for questions and comments. None were received. The minutes were approved, proposed by Ed Read Cutting (**EC**) and seconded by Sean Murray (**SM**).

## 2. Governance update

The Chamber needs to update the historic reporting of its Board and Council members with the Belgian Gazette. The formal process for this was set out in a series of slides and had been sent to all members previously. For this virtual meeting it was agreed that rather than approving by a show of hands as in an in-person meeting, **TP** would request all questions and any dissent to be shared using the chat function. There was no dissent to any of these proposals.

### Board and council appointments and resignations

#### I. Declaration of the members of the general meeting regarding composition of the board and council.

The members take note of that since 2010 the composition of the board and the council as well as resignations and appointments of board members and council members have not been published in the annexes to the Belgian Official Gazette. Instead of rectifying this and publishing all past resignations and appointments of board members and council members, the members wish to proceed by establishing and confirming the current composition of the board and council, confirm that all other past board members and council members have effectively resigned and subsequently proceed to the resignation of certain current board members and council members and the appointment of certain board members and council members.

#### II. Composition of the current board.

As set out above, the members of the general meeting establish and confirm that the current board is composed of the following board members:

- President – Tom Parker, Cambre Associates
- Vice-President – Ed Read Cutting, The Fry Group
- Chair EU Committee – Helena Raulus, The UK Law Societies Brussels Office
- Peter Bell, Expedite Group – Chair Business, Trade and Investment
- Hugues Thibaut, SD Worx – Vice-Chair, Business, Trade and Investment
- James Stevens, Rud Pedersen – Director
- Matt Hinde, National Grid - Director

The members of the general meeting confirm that all other past board members have effectively resigned. The members of the general meeting thank these past board members.

#### III. Resignation of directors.

The members take note of the resignation (since the last AGM in 2020) of the following directors:

- Immediate Past President - Thomas Spiller, The Disney Corporation
- Chair EU Committee – Helena Raulus, The UK Law Societies Brussels Office
- James Stevens, Rud Pedersen – Director

The members of the general meeting thank these past board members.

**IV. Appointment of directors.**

The members confirm the appointment the following persons as members of the board (who have been co-opted by the Board since the last AGM in 2020):

- David Reed, KREAB – appointed as Chair Business Trade and Investment (taking this role from Peter Bell who remains a Director).
- Louise Harvey, FTI Consulting – Honorary Treasurer
- Sean Murray, EUK Consulting – Chair EU Committee
- Philippe Jadoul, Vialegis - Director

Their mandate starts at the date of this general meeting and will expire at the EGM in September 2021. This mandate is not remunerated.

**V. Composition of current council.**

As set forth above, the members of the general meeting establish and confirm that the current council is composed of the following council members:

- Peter Braben, KBC
- Richard Carty, Netshield
- Dave Deruytter, ING
- Susanna di Felicianantonio, ICAEW
- Sandeep Sagoo, Deloitte
- Melanie Warnes, BSB
- Rebecca wood, City of London.

The members of the general meeting confirm that all other past council members have effectively resigned. The members of the general meeting thank these past council members.

**VI. Resignation of the members of the council.**

The members take note of the resignation of the current members of the council.

**VII. Discharge of the directors, the members of the council and the statutory auditor.**

The members grant discharge to the current and past directors, the past members of the council as well as to the statutory auditor of the Company from any liability resulting from the performance of their mandate during all past financial years.

**VIII. Power of attorney for publications Belgian Official Gazette**

The members grant a power of attorney to Caroline Wildemeersch, Femke Tordeur, Martin Lens and Marina Sargsyan, attorneys with offices at Neerveldstraat 109, 1200 Brussels, Belgium, each acting alone and with the possibility of substitution, to perform all acts and sign all documents to carry out the filing of these decisions with the clerk of the competent commercial court and the publication of the decisions made herein in the annexes to the Belgian Official Gazette and all acts necessary or useful for the execution of the decisions made herein (including drafting and signing of all publication forms and other documents).

**3. Annual Accounts 2020**

The Accounts had been circulated to all members prior to the meeting. Dan Dalton (**DD**) presented the accounts. Louise Harvey (**LH**) had only been appointed as Honorary Treasurer in November 2020 so it was not appropriate that she present the 2020 accounts.

**DD** noted that Brexit uncertainty had continued to affect the Chamber during 2020 with a reduction in some members activities. The Chamber had focussed on managing its overheads and had made

significant cost savings. **DD** noted thanks to Mara Poenaru, Melanie Barker and the team at the secretariat.

In summary the Chamber had made a loss of €13k in 2020, an improvement on the loss of €35k for 2019. Membership income has reduced while event income has increased and overheads are much reduced. A transfer had been made from the savings account early in the year but there is still €75k in reserves. **DD** was confident that the internal changes made and the changed external environment had created a more positive outlook and the Chamber should breakeven or make a small profit for 2021.

Paul Astengo asked whether the reduction in membership income was from a loss of membership or from non-payment of fees and whether this was related to Brexit. **DD** confirmed that this was due to a reduced membership. While some of this could be attributed to Brexit much was due to the stress from dealing with COVID which had particularly affected corporate business membership (as opposed to consultancies who had been less affected). However, in 2021 this situation had reversed and there had been an increase in Belgian business members. The impact on revenue is expected to be broadly neutral this year. Any negative associations between the Chamber and Brexit are expected to gradually reduce over time.

**TP** asked if there were any further questions. **TP** asked for any dissent to approving the Accounts to be registered in the chat. None was received and the Accounts were approved.

#### 4. New Articles of Association

**DD** explained that the background to the proposed changes to the Articles was that the previous Articles and governance structure had been designed around a larger organisation. The draft new Articles and explanatory notes had been circulated to all members several weeks prior to the AGM.

A key objective was to create a governance structure which supported a single community connecting more the EU focussed and Belgium focussed members and work of the Chamber. A wide range of cross chamber committees have now been set up. The EU policy activities of these committees will continue to be co-ordinated, and this had created the position of the EU Policy Hub chair which will be an elected Board position.

The overall Board governance responsibility remains with some small changes: to increase the maximum term of office to 4 terms (from 2 or 3). The rationale for this was that as a small organisation the pool of people who can give their time to these roles is less and it would be sensible to allow those who can offer their time to continue to do so for longer. The size of the Board would increase from 9 to a maximum of 13 members.

It is proposed to replace the Council and other Advisers to the Chamber with an Advisory Board with no governance role. The Advisory Board would comprise of, for example, ex-MEP's, Belgian politicians and business leaders and would be by invitation only. In addition, there would be places for 2 member representatives. This in combination with the additional Board places would effectively replace the number of member places on the old council so continuing to allow for active member participation.

Other notable changes were set out as follows:

- Article 13: requires 3 months' notice in writing to change membership category.
- Article 15: adjusted to give discretion to the Board where a member is more than 3 months overdue. Previous article stated automatic termination of membership for this.
- Article 16: requires a 2/3 majority to expel a member.
- Article 37: the Board has discretion to allow members overdue by more than 3 months to vote at AGM's.



- Article 62 and 63: extend the term of the current President and EU Committee chair and all other Directors by 4 months until an Extraordinary General Meeting held under these new Articles (planned for September).

There were no questions following the presentation. **TP** asked that any dissent to the proposed changes and new Articles should be registered in the chat. There was no dissent and the meeting approved the new Articles of Association.

This was the end of the formal business of this AGM.

#### 5. A.O.B.

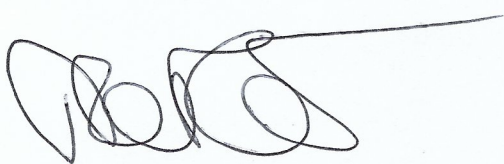
**TP** asked for any other questions or comments.

A member asked whether the Business in Belgium Committee still existed. **DD** replied that yes, indeed it did. The earlier discussion had focussed on the new policy related committees as this was where the major changes had taken place with the amalgamation of some of the EU Committee Task Forces into larger cross chamber committees. In addition to the Business in Belgium Committee the Trade Committee and Sustainability Committee will also cover bi-lateral business issues.

Carmen Bell asked whether the proposed EGM in September would be virtual as well. **DD** replied that the Chamber was hoping to start with some in person outdoor events in September. It is unclear yet whether indoor events would be possible in which case the EGM would also be virtual, but this all depended upon the Covid restrictions in place at the time.

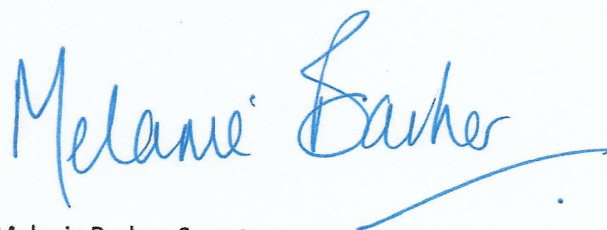
**TP** thanked everyone for attending and invited all to pass any comments to the secretariat and wider Board.

The meeting finished at 13:45.



Tom Parker, President

July 7, 2021



Melanie Barker, Secretary

July 7, 2021