

RUSSO-BRITISH CHAMBER OF COMMERCE



RESOLUTION OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting of the Russo-British Chamber of Commerce held in London on 29 December 2023, **IT WAS RESOLVED:**

Article 13: That the necessity to hold an Annual General Meeting be suspended until further notice

Following this decision, Article 13 of the Articles of Association reads as follows:

"13. The Chamber shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the preceding Annual general Meeting. The provisions of this Article have been suspended until further notice."

Article 37: That [the article] be amended to allow a non-Executive Director to fulfil the functions of Executive Director and Secretary

Following this decision, Article 37 of the Articles of Association reads as follows:

"37. The Board shall consist of not less than seven and not more than fourteen members and shall represent a balance of the Russian and British interests of the Chamber. The Board shall at all times include a Chairman, an Honorary Treasurer and the Executive Director, who shall also serve as the Secretary. A non-Executive Director may fulfil the functions of Executive Director and Secretary."

Article 47:

That the section reading *The Board may meet together....but shall meet at least five times in every calendar year* be amended to read: four times in every calendar year, and

That the section reading *The quorum necessary for the transaction of business shall be five* be amended to read: The quorum necessary for the transaction of business shall be three

Following this decision, Article 47 of the Articles of Association reads as follows:

"47. The Board may meet together for the despatch of business, adjourn and otherwise regulate its business as it thinks fit, but shall meet at least four times in every calendar year. Questions arising at any meeting shall be decided on a consensual basis or, in the event that consent cannot be achieved, by a majority of votes with each member of the Board having one vote. The quorum necessary for the transaction of business shall be three. The President of the Advisory Council may attend meetings of the Board but shall not be counted a member of the Board and may not vote or be counted in the quorum."

ACJ Torrents
Company Secretary

Founded 1916

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