November 2023 - Extraordinary Board Meeting

Date: Tuesday 7th November 2023 from 12h30 to 13h05

Location: Online (ZOOM)

Present online: Eleonora APPONI-BATTINI – Vincent CATOT – Catarina DUARTE GOMES – Andrew Janis FOLKMANIS – Maija KNUTTI – Nicolas LACROIX – Albert RÄDLER – Bettina SCHMIDBAUER-MOGENSEN – Ulrike STOROST – Monika SZULYOSZKY – Francesca TUDINI – Christian VISANI – David ZELINGER

Absent: Célia ALVES RODRIGUES – Alexander CORNFORD – Peter EDLIND – Pim GESQUIERE – Andrea GRGIĆ – Ursula HÖNICH – Elita PETRAITIENĖ– Alberto TOSO

Others: Anja GALLE - Clémence EUGENE

All related documents were sent to the Board members before the meeting.

Agenda Points

1. Approval of the agenda

The agenda is approved.

Discussion points & votes

1. Draft resolution concerning the electoral office for the EGM

The members vote on the approval of the electoral office, which will be composed of Virginia Bustos Lazaro, John Carroll, Alexander Cornford and Maija Knutti (Presiding Officer).

12 votes for yes (Nicolas Lacroix, Vincent Catot, Christian Visani, Bettina Schmidbauer Mogensen, Andrew Janis Folkmanis, Monika Szulyovszky, Albert Rädler, Eleonora Apponi-Battini, David Zelinger, Ulrike Storost, Francesca Tudini, Catarina Duarte Gomes) = 95% and 1 vote for abstain (Maija Knutti) = 5%.

Decision: The Board approves the Electoral Office for the EGM 7/12/2023.

2. Article 14 – voting on improved text

The Chair takes the floor to introduce Article 14 following the improvement made by the lawyer. Following a short discussion on what the improvements are, the Chair introduces a vote “Article 14 improvement is of the same content of the article 14 voted on by the Board during the October meeting”.

12 votes for yes (Nicolas Lacroix, Vincent Catot, Christian Visani, Bettina Schmidbauer Mogensen, Maija Knutti, Monika Szulyovszky, Albert Rädler, Eleonora Apponi-Battini, David Zelinger, Ulrike Storost, Francesca Tudini, Catarina Duarte Gomes) = 95% and 1 vote for abstain (Andrew Janis Folkmanis) = 5%.

Decision: The Board approves and agrees the text is of the same content.

3. Article 22 – voting on changed text

The Chair introduces the new Resolution 23, including a changed text for Article 22, removing the references law applying in the past and invites the members to vote on the approval of the new resolution.

13 votes for yes (Nicolas Lacroix, Vincent Catot, Christian Visani, Bettina Schmidbauer Mogensen, Maija Knutti, Monika Szulyovszky, Albert Rädler, Eleonora Apponi-Battini, David Zelinger, Ulrike Storost, Francesca Tudini, Catarina Duarte Gomes, Andrew Janis Folkmanis) = 100%.

Decision: The Board unanimously approves the new Resolution 23 including a change for Article 22, removing the references to the laws applying in the past.

4. Draft Agenda for the EGM including the draft resolutions

The Chair takes the floor to state that an adjustment to the English courtesy text needs to be made, where it should say statutes instead of articles of association. Members underline the need to send out of a comparative table to the class representatives for a better understanding of the Statutes changes.

The Chair takes the floor to suggest organising a “Statutes Info Session” to present the proposed revised Statutes and answer concerns and questions raised by class representatives.

The members vote on the approval of the EGM agenda including the draft resolutions.

13 votes for yes (Nicolas Lacroix, Vincent Catot, Christian Visani, Bettina Schmidbauer Mogensen, Maija Knutti, Monika Szulyovszky, Albert Rädler, Eleonora Apponi-Battini, David Zelinger, Ulrike Storost, Francesca Tudini, Catarina Duarte Gomes, Andrew Janis Folkmanis) = 100%.

Decision: The Board unanimously approves the EGM agenda and draft resolutions.

Meeting ended at 13h05.
Next Board meeting is scheduled on the 13th of November 2023.