

# Minutes

## The Netherlands British Chamber of Commerce

### 131<sup>st</sup> Annual General Meeting

by teleconferencing

16 June 2022, 16.00 – 17.00 CET

TUESDAY



Attendance: 13 NBCC members in Teams virtual meeting, 18 valid proxies received (of which 12 from the Netherlands and 6 from the UK)

Chairman: Mr Anton Valk CBE

### Agenda

1. Opening by Chairman Anton Valk
2. Apologies for absence/notifications
3. To confirm the minutes of the 130<sup>th</sup> Annual General Meeting held on 12 November 2021
4. To receive and consider the report of the Directors and the accounts and balance sheet of the Company for the year ended 31st December 2021 with the accountant's report thereon
5. SPECIAL RESOLUTION: To adopt the proposed changes in the NBCC Articles of Association
6. To accept the retirement of the following as a director: Jorn van der Meer
7. To confirm the co-option as a director of the NBCC of Heba Bevan (Utterberry)
8. To confirm the re-election of the following directors which held office for six years or more
  - Stephen Huyton
  - Alexandra Kamerling
  - Anton Valk
9. To confirm the re-election as Director of Dennis van Vugt whose first term of three years has now come to an end and who has confirmed to stand for re-election for a second term of three years
10. To confirm the re-election as Director of Janet Poot whose two terms of three years have now come to an end and who has confirmed to stand for re-election for a term of one year
11. Any other business
12. Closure

## **Minutes**

### **1. Opening by Chairman Anton Valk**

NBCC Chairman Anton Valk opened the meeting and welcomed all present at this 131<sup>st</sup> Annual General Meeting of the NBCC. He informed the meeting that 18 complete and valid proxy forms have been received. With also 13 members represented in the digital AGM session, the meeting was declared quorate.

### **2. Apologies for absence**

On behalf of the NBCC Board, the Chairman apologised for the absence of the following Board members: Heba Bevan, Janet Poot, Phillip Souta and Dennis van Vugt

### **3. To confirm the minutes of the 130<sup>th</sup> Annual General Meeting held on 12 November 2021**

The Chairman referred to the minutes of the 130<sup>th</sup> Annual General Meeting held on 12 November 2021 which have been circulated prior to the meeting and which are taken as read. He asked if members had any comments or objections. As there were no comments the minutes were accepted unanimously.

### **4. To receive and consider the report of the Directors and the accounts and balance sheet of the Company for the year ended 31st December 2021 with the accountant's report thereon**

The Chairman informed the members that 2021 had been another difficult year as a result of the ongoing Covid-19 situation but that the NBCC had responded well to these difficulties. The connection with the UK-Netherlands Business Dialogue was continued and events, mostly digital, were offered in many different sectors. Focus areas and highlights were the NBCC's involvement in the COP26 campaign, which continues in 2022, the Chambers Unite Campaign and the Frontrunners Dinner in Glasgow. It was regrettable that the North Sea Neighbours Dinner had to be cancelled in 2021 because of lockdown measures but all in all the year was satisfactory and resulted in a financial surplus. Other important events in 2021 included the departure of Michiel van Deursen as Director Projects & Services after having been in service with the NBCC for more than 30 years. The NBCC is grateful for his longstanding commitment and is pleased that he continues to stay involved in various

roles, among which the role of Company Secretary. All in all the Board looks back at a very active and satisfactory year. When asked by one of the members the Chairman confirmed that no comments were made by the accountants on the annual statements. The only issue that required special attention was the exchange rate fluctuation over the year under review which actually created a substantial contribution to the surplus as published.

A question was raised by a member about the old NBCC Pension Fund and what the current situation is to which the Honorary Treasure of the NBCC responded that the winding up of the old fund is awaiting the feedback from one former member of the fund who does not respond to any of the communications sent to her by the Trustees of the fund. If this continues, her statutory rights will be void at the end of this calendar year and the fund can then be wound up. If she does respond the winding up of the fund can potentially be accelerated.

Another questions was raised as to whether the NBCC follows a 4-eyes principle with payments made from the company account. The Treasurer responded that this is difficult to implement with relatively small amounts payable and the requirement for a Board Member who is not involved in the NBCC full-time, to be available for co-signing.

The Chairman then asked for a waive of hands for those who approve, those who abstain and those who are against the acceptance of the Director's Report and Financial Statement for the year ending 31/12/2021.

As not all attendees are visible it was suggested, also for the other items on the agenda, only in case of objections or abstains to raise the hand. This is agreed.

As there are no objections the acceptance of the Report of the Directors and the Financial Statements for the year ending 31/12/2021 is approved unanimously.

## **5. SPECIAL RESOLUTION: To adopt the proposed changes in the NBCC Articles of Association**

The Chairman explained that there are two issues concerning the NBCC Articles of Association which needed review. This concerns the fact that the NBCC has no "Bylaws". The NBCC Board is of the opinion that the NBCC should have bylaws to enable the Board to amend membership categories and the rights and duties of members, without having to change the Articles of Association.

The proposed updated Articles of Association include the definition of Bylaws and the removal of various membership categories (other than ordinary and honorary members) from the Articles.

With the adoption of these changes the Board will continue to be able to take decisions as per the definitions in the Articles of Association.

The Chairman proposes to accept this motion which is then agreed upon unanimously..

**6. To accept the retirement of the following as a director: Jorn van der Meer**

The Chairman informed the members that Mr Jorn van der Meer has stepped down as Director of the NBCC because of his change of jobs. He thanked Mr van der Meer for his commitment and valuable contribution to the NBCC.

**7. To confirm the co-option as a director of the NBCC of Heba Bevan (Utterberry)**

**8. To confirm the re-election of the following directors which held office for six years or more**

- **Stephen Huyton**
- **Alexandra Kamerling**
- **Anton Valk**

**9. To confirm the re-election as Director of Dennis van Vugt whose first term of three years has now come to an end and who has confirmed to stand for re-election for a second term of three years**

**10. To confirm the re-election as Director of Janet Poot whose two terms of three years have now come to an end and who has confirmed to stand for re-election for a term**

The Chairman then announced that agenda item 7 to 10 of the Annual General Meeting concern a number of appointments of Board members and he proposed to apply a block voting procedure for all appointments on the agenda, unless members have observations about any of the appointments.

He welcomed in particular Heba Bevan who has accepted the invitation of the Board to join and he expresses his delight about this as Heba brings in a high level of expertise in the tech-sector.

As there are no objections or abstains, the following appointments are approved by the meeting:

- the election as a director of the NBCC of Heba Bevan (Utterberry) and Dennis van Vugt for a period of 3 years

- the re-election of the following directors for one year: Stephen Huyton, Alexandra Kamerling, Anton Valk and Janet Poot

The Chairman also informed the meeting that he himself and Stephen Huyton (Honorary Treasurer) will not be available for re-election at the next AGM after they have been a Director for 10 years which is the maximum tenure for any Director of the NBCC. Activities have started to ensure that suitable successors are identified and proposed.

#### **11. Any other business and 12. closure**

The Chairman announced that it is the intention of the NBCC to continue organising the Annual General Meetings as virtual event as this requires substantially less effort of members and is considered to be highly efficient. He then thanked all the members in attendance for joining and wished them well.

#### **Members in attendance of the virtual meeting:**

Mr Harry Brockhoff

Mr Aram van Bunge

Mrs Heba Bevan

Mr Michiel van Deursen (honorary member and company secretary)

Mr Ross McDonald

Mr Maarten van der Dussen

Mrs Penny Grivea

Mr Stephen Huyton

Mr Lauwrens de Jong

Mrs Alexandra Kamerling

Mr Peter Slijkhuis

Mr Anton Valk

Mr Andrew Wood

Signed: Anton Valk, Chairman, 26 June 2022

