

**Resolution of the Board of Governors of the American Chamber of Commerce  
in Hungary**

**on the rules for the meeting of the decision-making body (hereinafter: “General  
Assembly”) of the American Chamber of Commerce in Hungary by means of  
electronic communications services and on the manner in which these rules  
shall be communicated to members**

**Board of Governors Resolution no. 20201105/1:**

In accordance with Section 106(1)(a) of Act LVIII of 2020 *on the Transitional Rules and Epidemiological Preparedness related to the Cessation of the State of Danger* (hereinafter: “*Transitional Act*”) the Board of Governors of the American Chamber of Commerce in Hungary resolves that the meetings of the General Assembly of the American Chamber of Commerce in Hungary shall be held by means of electronic communications services as of the adoption of this resolution until the applicable provisions of the Transitional Act are in force. The detailed rules on the General Assembly meetings held by means of electronic communications services (hereinafter: “**Rules**”) has been determined by the Board of Governors of the American Chamber of Commerce in Hungary in accordance with Section 107(1) of the Transitional Act. The Board of Governors of the American Chamber of Commerce in Hungary hereby adopts the Rules. The Rules adopted by the Board of Governors of the American Chamber of Commerce in Hungary are attached as Appendix 1 to this resolution. The Board of Governors of the American Chamber of Commerce in Hungary shall send the Rules to the members simultaneously with the invitation to the General Assembly meeting at the latest, and shall also publish them on its website (<https://www.amcham.hu/>).

## Annex 1

### **Rules for the meeting of the decision-making body (hereinafter: “General Assembly”) of the American Chamber of Commerce in Hungary by means of electronic communications services and the manner in which these rules shall be communicated to members**

In accordance with Sections 106(1)(a) and 107(1) of Act LVIII of 2020 *on the Transitional Rules and Epidemiological Preparedness related to the Cessation of the State of Danger* (hereinafter: “*Transitional Act*”) the Board of Governors of the American Chamber of Commerce in Hungary (hereinafter: “**Board**”), as the executive body of the American Chamber of Commerce in Hungary (hereinafter: “**Chamber**”) determines the rules for holding meetings of the decision-making body (General Assembly) of the Chamber by electronic means and the manner in which these rules shall be communicated to the members as follows.

#### **1. The applicability of the rules set out in Bylaws of the Chamber**

- 1.1 When convening the General Assembly, the Board – taking into consideration the provisions of the Transitional Act, the actual status of the pandemic, and the epidemiological restrictions in force at the time of the planned meeting – may resolve that the meeting shall be held by means of electronic communications services, or that the possibility to participate at the meeting by electronic means shall be granted to the members in addition to holding the meeting in person.
- 1.2 The provisions of the Chamber’s constitutional deed (hereinafter: “**Bylaws**”) shall apply to the General Assembly meeting held by electronic means with the exceptions set out in these Rules.
- 1.3 These Rules enter into force by their adoption by the Board and stay in force until the applicable provisions of the Transitional Act are in force.

#### **2. Invitation to the General Assembly**

- 2.1 An invitation to the General Assembly to be held by electronic means signed by the President shall be sent out to all members at least 30 calendar days prior to the date of such General Assembly. Such invitation shall indicate the date, starting time, place and agenda of such General Assembly and the place, time and agenda of the repeated meeting of the General Assembly. This invitation shall set out that “voting ballots” will be available for members with voting rights at the General Assembly provided that they log into the General Assembly electronically prior to the presentation of the respective agenda item to be put on vote. The member who logs into the General Assembly by electronic means after the start of the presentation of the relevant agenda item shall not be entitled to participate in the vote.
- 2.2 The agenda for the General Assembly to be held by electronic means shall be sufficiently detailed. The agenda set out in the invitation shall contain the details that enable those entitled to vote to form their views on the subject matters.
- 2.3 Drafts of the resolution proposals shall be attached to the invitation.
- 2.4 The invitation shall contain information on the manner in which the General Assembly will be held and the name of the application to be used for the electronic General Assembly, the access to the application and the main rules of participating at the General Assembly.

- 2.5 The invitation to the General Assembly, the agenda of the General Assembly, information on how members can participate at the General Assembly, resolution proposals and other preparatory documents of the General Assembly held by electronic means shall be sent to the electronic mail address (e-mail) or, in the absence thereof, to the postal address of each member.

### **3. Rules on the participation at the General Assembly**

- 3.1 The Board states that the members of the Board are acquainted with each member (or proxy) of the Chamber personally. Consequently, separate proof of identity will not be required from the members even if the General Assembly is held by electronic means. If the Board does not know a member (proxy) of the Chamber participating at the General Assembly personally, the relevant member (representative) shall prove his / her identity by logging in by using the video camera of the electronic communications device and by presenting an official identification document with a photograph.
- 3.2 The Board will conduct the General Assembly by using the IT application called Microsoft Teams (hereinafter: “**Application**”) developed by Microsoft Corporation and to conduct the secret vote by using the BigPulseVoting IT application developed by BigPulse (hereinafter: “**Voting Application**”). The Board shall provide the members with all relevant information regarding the use of the Application and the Voting Application in the invitation to the General Assembly. Any further details will be provided by the Board by the 5<sup>th</sup> working day prior to the date of the General Assembly at the latest.

### **4. Procedure for holding a meeting by electronic means**

- 4.1 The provisions of clause 3.1.11 of the Bylaws shall be applicable to the election of the chairperson of the General Assembly held by electronic means.
- 4.2 If all members present at a General Assembly held by electronic means participate using an electronic communications device providing simultaneous video communication, the chairperson orders an open vote by implicit consent.
- 4.3 Resolutions at the General Assembly held by electronic means that are subject to secret vote must be passed by using the Voting Application.

### **5. Minutes, attendance sheet**

- 5.1 If all members attend the General Assembly by means of electronic communications services, no attendance sheet shall be required, however, the minutes shall contain the data of the members attending the meeting by electronic means. An attendance sheet needs to be recorded if at least one member attends the meeting in person, also indicating the data of the members attending the meeting by electronic means.
- 5.2 If all members attend the General Assembly by electronic means, the keeper of the minutes is the chairperson referred to in clause 4.1 of these Rules and he / she signs the minutes.
- 5.3 As the venue of the General Assembly, the circumstances in which the meeting was held shall be recorded in the minutes.

### **6. Informing the members of the specific rules regarding the use of electronic communications services**

- 6.1 The Board shall deliver these Rules to its members.

- 6.2 The Board publishes these Rules of procedure and information on the manner and date of the General Assembly on its website (<https://www.amcham.hu/>).
- 6.3 The Board informs the members of the Chamber of the decisions adopted at the General Assembly meeting held by electronic means no later than 15 days after the meeting.

Date and place: Budapest, November 5, 2020