

AIRMIC LIMITED
MINUTES OF THE 43rd ANNUAL GENERAL MEETING HELD ON
THURSDAY 5th NOVEMBER 2020

Present: T Skinner Chairman

Notice having been given that the 43rd Annual General Meeting of Airmic Ltd would be held at the Airmic Office, Marlow House, 1a Lloyd's Avenue, London EC3N 3AA on Thursday 5th November 2020 at 3.00 pm, as adjourned from 27th August 2020, to conduct the business set out in the Agenda but which Notice made clear that, in view of current government restrictions to control the spread of COVID-19, it would not be possible to hold the meeting in person which accordingly would be adjourned by the Chairman to such other day and at such other time and place as the Board may determine (Article 15 (f)) and, with restrictions continuing to affect members' attendance in person, the Board having determined that the business of the proposed meeting would be considered at an informal meeting of Members held electronically online, which meeting took place earlier today, and that, with due regard to that informal meeting, the 43rd Annual General Meeting will be attended by the Chairman alone.

The Chairman opened the meeting.

412 **NOTICE**

The formal Notice convening the meeting was taken as read.

413 **MINUTES**

It was resolved:

THAT the Minutes of the 42nd Annual General Meeting held on 5th June 2019 and the Minutes of the adjourned 43rd Annual General Meeting held on 27th August 2020 be approved.

414 **PRESENTATION BY JOHN LUDLOW, CEO**

The CEO, Mr Ludlow, was noted to have provided Members with a presentation, in relation to the affairs of the Company, at the informal meeting preceding this meeting.

415 **REPORT OF THE BOARD**

The Report of the Board, as set out in the Report to be filed at Companies House, covering the affairs of the Company for the period 1 January 2019 to 31 December 2019 was taken as read. It was resolved:

THAT the Report for the year ended 31 December 2019 be received.

416 **ACCOUNTS AND AUDITOR'S REPORT**

It was resolved:

THAT the Accounts for the year ended 31 December 2019 be received together with the auditor's report thereon.

417 **APPOINTMENT OF AUDITOR**

It was resolved:

THAT MOORE KINGSTON SMITH be re-elected auditor of the Company until the conclusion of the next Annual General Meeting of the Company.

418 **AUDITOR'S REMUNERATION**

It was resolved:

THAT the Board of the Company be and is hereby authorised to fix the remuneration of the auditor for the ensuing year to the conclusion of the 2021 Annual General Meeting.

419 **DIRECTORS**

Valid nominations had been submitted for six persons, each named below, seeking re-election and accordingly the nominations did not in number exceed the available vacancies.

It was resolved:

THAT each of the following persons be re-elected as a director of the Association:

Colin Barker
Fiona Davidge
Mark Dawson
Timothy Graham
Tim Murray
Xavier Mutzig

No other nominations had been received.

420. **SPECIAL RESOLUTION**

It was resolved:

THAT pursuant to Section 21(1) of the Companies Act 2006, the Articles of Association of the Company be altered by:

Amending Article 15(e) so to delete as follows:

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty Guaranteeing Members present in person shall be a quorum.

Amending Article 15(e) to read as follows:

A general meeting may according to the notice convening the meeting be held in person or virtually or by a hybrid of partly in person and partly virtually. If any meeting is to be held virtually or in such hybrid form the notice convening the meeting shall stipulate an electronic online tool designated by the Board for use at the meeting. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty Guaranteeing Members present in person or by proxy and/or in case of a virtual or hybrid meeting attending remotely and using an electronic online tool designated for the meeting shall be a quorum.

421. **ANY OTHER BUSINESS**

There was no other business and the meeting was closed.

Signed

Date: