

**Important notice: Please note that this document has been drafted in Greek and English. In the event of any discrepancy between the English text and the Greek text, the Greek text shall prevail.**

**BRITISH HELLENIC**  
*Chamber of*  
**COMMERCE**



*75*  
*years*  
*working together*  
*SINCE 1945*

Athens, 27 October 2020

**CONVOCATION  
OF THE MEMBERS OF THE  
BRITISH HELLENIC CHAMBER OF COMMERCE  
TO ATTEND THE 2020 ANNUAL GENERAL ASSEMBLY**

- I.** According to the decision of the Board of Directors of 21<sup>st</sup> of October 2020 and the provisions of Articles 7, 8, and 9 of the Articles of Association (Athens First Instance Court registration number 2172/1995), the members of the British Hellenic Chamber of Commerce (BHCC) are invited to the 2020 **Annual General Assembly to be held on**

**Tuesday, 24 November 2020  
and start time at 16.00**

which will be held virtually for all its participating members, in accordance with Article 23, par.8, Law 4712/2020, **in order to discuss and decide on the following items on the agenda:**

## **AGENDA**

- Item 1:** Election of a Chairman and two Secretaries of the General Assembly, after a quorum has been established
- Item 2:** Election of a three-member Committee of Supervisors and appointment of its alternate members
- Item 3:** Report of the Board of Directors for year 2019
- Item 4:** Annual Accounts for year 2019
- Item 5:** Auditors' Report
- Item 6:** Discharge of both the Board of Directors and the Auditors from any responsibility for year 2019
- Item 7:** Amendments to the Articles of Association (main amendments: Articles 2, 3, 4, 5, 6, 7, 8, 9, 10, addition of Article 13 'Transitory Provision')
- Item 8:** Election of a Board of Directors.

Note: The documents that will be submitted to the General Assembly related to the Agenda, as well as the draft of the amended Articles of Association, will be available in electronic form and will be uploaded on BHCC's website.

In the event that a quorum is not established on the aforementioned date, and in line with Article 8, par. a of the Articles of Association, the General Assembly shall be held again, without any additional invitation, on Thursday, 26<sup>th</sup> November 2020, at 16:00. In that case, all Members will be notified by email.

**The Members of the British Hellenic Chamber of Commerce who intend to participate at the virtual Annual General Assembly, are kindly requested to consider participating at the first indicated date, namely Tuesday, 24<sup>th</sup> November 2020, so as the required quorum is established for all items on the Agenda (ordinary quorum of 1/3 of paid-up**

**members, with the exception of item 7 of the Agenda "Amendment of the Articles of Association" that requires a quorum of 1/2 of paid-up members).**

Dear Members,

We are all experiencing unprecedented challenges and are called to face the difficulties posed by the Coronavirus pandemic for the global economy, our business communities and our personal, everyday lives. Due to these adverse conditions and to the prohibition of public gatherings in April and May 2020, it was not possible to organise the 2020 Annual General Assembly physically.

This is the first time that the British Hellenic Chamber of Commerce (BHCC) is holding a virtual General Assembly of its members, which provides an opportunity to participate at the Assembly online, vote and be elected for the new Board of Directors. The BHCC has ensured that the highest technical and organizational standards are maintained to safeguard the integrity of the entire procedure, in compliance with Greek legislation.

We are, unfortunately, unable to arrange a physical Annual General Assembly in which we would have the opportunity of networking.

Under the current adverse conditions, your participation at the online General Assembly is significant; we encourage all of you to join the Annual General Assembly.

**We would like to draw your attention to the procedures of the virtual Annual General Assembly according to the Greek Legislation.** Should you have any technical queries before or during the General Assembly, kindly contact us as soon as possible. The experts of the BHCC will be happy to assist you in any way.

## **II. Procedure and Requirements for Participation at the Annual General Assembly**

Only paid-up members that have fulfilled their financial obligations (annual subscription fees up to 2020 included) to BHCC are eligible to participate, vote or be elected to serve on the Board of Directors, at the Annual General Assembly. Please note that in order to participate at the Annual General Assembly, any outstanding subscription fees should be settled by **Wednesday, 18<sup>th</sup> November 2020**.

Legal entities may be represented by a duly authorized representative, in writing, who may fully exercise all the rights of the Member, using the **Proxy (A)** template (provided).

Any paid-up member of the Chamber shall be entitled to be represented at the General Assembly by another member of the BHCC, as long as the authorization document is submitted in writing using the **Proxy (B)** template (provided).

Both Proxy (A) and Proxy (B) offer the right to vote on all the items on the Agenda:

### **Proxy (A)**

### **Proxy (B)**

As far as legal representation is concerned, we would like to note that each member - physical or legal entity - may **represent up to two (2) paid-up absent members**.

Regarding the legal entity authorization procedure, please note that the legal representative of the entity must duly sign and stamp the proxy document before submitting it to the Chamber.

**Proxies shall be sent** by email (scanned) to the attention of Mrs Lina Dede [l.dede@bhcc.gr](mailto:l.dede@bhcc.gr) and / or Mrs Louiza Stefa, [l.stefa@bhcc.gr](mailto:l.stefa@bhcc.gr), or delivered by courier or handed in, in person (after contacting BHCC personnel and notifying them of your arrival at BHCC's premises due to the coronavirus pandemic restrictions),

at the British Hellenic Chamber of Commerce, 25, Vasilissis Sophias Avenue, Athens, 10674, tel.: 210 72 10 361, **as soon as possible, prior to the scheduled Annual General Assembly date and no later than Wednesday, 18<sup>th</sup> November 2020**, at 17.00 (closure date and time for proxy submission). No Proxies shall be accepted after expiry of the deadline on 18th November 2020.

Kindly confirm safe receipt of the required Proxy with Mrs Lina Dede and/or Mrs Louiza Stefa. Please remember that if a Proxy concerns a legal entity, it should be duly stamped and signed by the legal representative of the legal entity.

The required checking of the proxies and the members' good financial standing, will be completed prior to the General Assembly date, in order to ensure appropriate preparation and the timely dispatch of a participation code and the required technical instructions for participation at the virtual Assembly.

### **Data Protection consent**

Members who wish to participate in the Annual General Assembly of BHCC either in person or through a representative, provide their consent to the use and retention of specific data (name, surname, email address, phone number, potential position of the legal representative), as well as the potential video recording, if they activate optionally their camera during the virtual Annual General Assembly and during the use of the specific virtual platform. GDPR provisions of members are described in the appendix of their application documents to BHCC.

### **III. Submission of Candidacies for the new Board of Directors**

The new Board of Directors of BHCC will face significant challenges during the pandemic period. It will have to cope with an ever-shifting environment imposed by the transformation to a digital economy that will affect the operation of chambers internationally. At the same time, it will have to deal with "Brexit", a critical phase of changes that brings new standards in the commercial, business and investment relations between Greece and the UK.

The British Hellenic Chamber of Commerce is celebrating its 75<sup>th</sup> year of operation in 2020. BHCC will have to redefine its priorities and initiatives and adapt to the dynamic conditions, taking into account the coronavirus pandemic restrictions. At the same time, BHCC will have to cooperate with the governments of both countries, Greece and the UK, to ascertain that appropriate initiatives are taken to meet the real needs of its members, while providing new perspectives, more collaboration opportunities, strategic information and efficient solutions.

The beginning of 2020 found the Chamber in a strong financial position, a situation that enhances its sustainability and first and foremost its credibility.

The new Board of Directors will be comprised of 15 Members, appointed for a three (3)-year term of office; ten (10) Greek Nationals and five (5) British Nationals.

Should you wish to be a candidate for the new Board of Directors, please inform the Chamber in writing and submit a scanned letter of interest to the Chamber, as indicated in the following template:

### **Letter of Candidacy – template**

According to the Articles of Association of the BHCC, the following requirements should be fulfilled by a member in order to submit a candidacy for election to the new Board of Directors.

Specifically, the following members of the BHCC are entitled to submit a candidacy for election to the Board of Directors:

- Members who have fulfilled their financial obligations towards the Chamber up to the current year (2020) included, and by the date of submission of their candidacy. In case the member is a legal entity, a physical person can submit his/her candidacy if they have been duly authorized as the legal entity's representative. It should be clarified that, if the natural person appointed is not the legal representative of a relevant legal entity, a proxy officially stamped and signed by the legal representative of the legal entity should be submitted to the Chamber's Board of Directors in time (**template**).

- Members who have joined the Chamber at least three (3) months prior to the 2020 Annual General Assembly.

Candidacies (scanned letter) can be sent to the Chamber by email to Mrs Lina Dede [l.dede@bhcc.gr](mailto:l.dede@bhcc.gr), or Mrs Louiza Stefa [l.stefa@bhcc.gr](mailto:l.stefa@bhcc.gr), with copy to the two Presidents of the BoD, Ms Anna Kalliani: [akaliani@otenet.gr](mailto:akaliani@otenet.gr), and Mr Alexander Turner: [alexander.turner@carpenterturner.com](mailto:alexander.turner@carpenterturner.com), or by courier (British Hellenic Chamber of Commerce, 25, Vasilissis Sophias Ave., 1<sup>st</sup> floor, Athens 106 74, to the attention of Mrs Lina Dede and / or Mrs Louiza Stefa), **no later than Monday, 9th November 2020 at 17:00 (closure date and time).**

#### **IV. Amendments to the Articles of Association**

The Board of Directors has unanimously decided at its meeting of 17<sup>th</sup> September 2020 to submit a number of amendments to the Articles of Association (of 1995) for approval by the Annual General Assembly. The Board of Directors has taken into consideration all technological developments, Greek legislation and the flexibility that the current conditions impose.

The proposed amendments to the Articles of Association are as follows:

- Article 2: The aim of the Chamber (broadening of the scope of the Chamber)
- Article 3: Members (redefinition of "full member", to include all members, redefinition of members' obligations, deletion of the definition of 'correspondent member')
- Article 4: Board of Directors (amendment relating to the quorum, provision for teleconferences, redefinition of representation terms, time restrictions regarding the term of office of the members of the Board)
- Article 5: Term of office of the members of the Board of Directors (minor alteration to the commencement and termination)
- Article 6: Chamber Accounts (clarification / amendment to the Auditors' appointment for the preparation of the annual financial statements)

Articles 7&8: General Assemblies (change in the number of represented absent members from two (2) to three (3), provision for remote participation at General Assemblies, provision for the General Assembly to elect a Chairman, Vice Chairman and General Secretary)

Article 9: Elections (deletion of certain restrictions on participation in the BoD, amendment to the preparation of ballot papers)

Article 10: Deletion of the Article regarding the internal regulation

Article 13: Addition of a Transitory Provision.

The final proposed amended Articles of Association to be approved will be dispatched to all members of the Chamber by email, prior to the General Assembly date and will be uploaded on the official Chamber website.

## **V. Technical instructions for persons Participating at the Annual General Assembly**

This year's Annual General Assembly will be realized virtually, through teleconference.

All members of the Chamber may participate digitally, without their physical presence, through live streaming, once their eligibility has been checked, based on the necessary certification process. You will receive the analytical technical instructions on the teleconference and the specific platform that will be used in advance of the General Assembly.

The voting procedure on all items of the Agenda will be carried out digitally, using the ZEUS Electronic Voting Platform of **GRNET – National Infrastructures for Research and Technology – EAYTE A.E.** (<https://grnet.gr/services/digital-services/zeus/>).

Fully paid-up members of BHCC who have applied to join the General Assembly, will receive a personal code, right after the commencement of the Assembly, sent to their declared email address; this code will also be used to identify

members entering the ZEUS platform. Members representing other members of the Chamber who have been given written proxies, will receive an extra digital code.

All the necessary, detailed technical instructions will be dispatched on time, while extra support and clarifications will be provided by both the General Assembly Committee and the Committee of Supervisors.

For access to the Electronic Voting Platform you will need a computer, a smartphone or a tablet with internet connectivity and a browser, – Google Chrome or Mozilla Firefox -.

A helpdesk will also be available for further information and support, throughout the General Assembly. For any questions, members may contact the Chamber at: 210 72 10 361, Mrs Lina Dede [l.dede@bhcc.gr](mailto:l.dede@bhcc.gr), or Mrs Louiza Stefa [l.stefa@bhcc.gr](mailto:l.stefa@bhcc.gr).

## **VI. General Assembly Committee – Supervising Committee**

In order to secure smooth conduct of the Annual General Assembly, we kindly ask our members who would like to participate:

- i) either as Chairman of the General Assembly Committee or as one of the two Secretaries of the General Assembly,
- ii) or as a member of the three-member Supervisory Committee to conduct the ballot (comprised of a Chairman and two Members, according to the Chamber’s Articles of Association),

to express their interest in writing and notify the Chamber accordingly, by sending an email to Mrs Lina Dede: [l.dede@bhcc.gr](mailto:l.dede@bhcc.gr) or Mrs Louiza Stefa: [l.stefa@bhcc.gr](mailto:l.stefa@bhcc.gr), by Friday, 6th November 2020, closure time 17:00 in order to follow a proper training session on the ZEUS software and related procedures. We would also like to inform you that as part of the preparation of the digital procedures to be adopted, a software training session for the persons participating in the Committees and familiarization with the digital ZEUS system, will be required.

The election of the Committee of Supervisors will commence at the beginning of the General Assembly, according to the Chamber's Articles of Association, and right after the election of the Chairman and the Secretaries of the Assembly. In any event, the election of three alternate Supervisory Members is suggested.

**It must be stated that both the candidates for the General Assembly Committee and the candidates for the Committee of Supervisors that will conduct the ballot need to be physically present at the Chamber premises, where all the necessary health measures will be implemented, according to the official guidelines.**

## **VII. Voting Procedure and Decision-making Process**

All members who will participate at the Annual General Assembly will vote remotely, on all items on the Agenda.

During the General Assembly, the vote on the items on the Agenda will be carried out digitally using the ZEUS Electronic Voting Platform. With the exception of the voting for the election of the new Board of Directors, the members of the Chamber will be invited to vote on the items of the Agenda by clicking on a box displayed on their screen, choosing one of the three answers below:

- (1) Yes / I approve
- (2) No / I do not approve
- (3) Abstain

Specifically, the election of the New Board of Directors will be held by secret ballot on the ZEUS Electronic Voting Platform. Members will vote for the candidates of their choice by clicking on the box next to the names of the candidates, once they have been granted access to the Electronic Voting Platform, using their personal code, which will have been sent to their declared personal email address. The digital ballot form with all candidacies presented in alphabetical order and categorised into Greek and British Members, will be displayed on your screen. **You will have the right to vote for up to 10 Greek Candidates and for up to 5 British Candidates (a total of up to 15 candidates).**

**The starting time and duration of the voting procedure will be announced online by the Supervising Committee during the General Assembly, i.e. the time of automatic activation and deactivation of the relevant window frame available for voting on the platform.**

### **VIII. Queries Submission Process**

Throughout the General Assembly, members will be able to submit their queries only in writing, using the provided chat space, where they will state their name and surname following the submission of the query, as well as the contact details of the legally represented person, in case they are participating in the Assembly as the official representative of a legal entity. Anonymous queries will not be accepted. All queries will be uploaded on the Electronic Digital Platform and will be visible to every participant throughout the General Assembly.

Dear Members,

We warmly thank you for your cooperation and we will be very happy to welcome you at the Annual General Assembly of the British Hellenic Chamber of Commerce **on Tuesday, 24<sup>th</sup> November 2020, start time 16.00**, especially in such critical times.

Yours Sincerely,

Anna Kalliani



President

Alexander E.G. Turner



President



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**75**  
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