

Proposed Amendments to the IOD Articles of Association  
Section 6, Number 28 (Board of Directors and its Operations)

The IOD's Articles of Association: Section 6 Board of Directors and its Operation  
(Original)

Article 28. At the meetings of the Board of Directors, the presence of not less than one-half of the all number of directors is required to constitute a quorum. With regard to a resolution of a meeting of the Board of Directors, if the Articles of Association do not describe otherwise, a majority vote of the directors attending the meeting shall be applied. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote.

If the directors cannot attend the meeting of the Board of Directors due to being engaged in other businesses, a teleconference meeting shall be organised; which shall be constituted as a quorum, and can thus propose a resolution. However, the directors attending the meeting of the Board of Directors must constitute the quorum prior to commencement of such meeting.

Proposed Amendments for Consideration and Approval by the AGM 2020

To change the paragraph 2 from **“If the directors cannot attend the meeting of the Board of Directors due to being engaged in other businesses, a teleconference meeting shall be organised; which shall be constituted as a quorum, and can thus propose a resolution. However, the directors attending the meeting of the Board of Directors must constitute the quorum prior to commencement of such meeting.”** to **“Board meeting may be held via electronic means. The operations must comply with the rules and procedures prescribed by law.”**