

Proposed Amendments to the IOD Articles of Association  
Section 7, Number 35 (General Meetings)

The IOD's Articles of Association: Section 7 General Meeting (Original)

Article 35. In the annual ordinary general meetings or extraordinary general meetings, in order to constitute a quorum, there shall be ordinary members attending such meetings not less than one-quarter of all ordinary members; or at least 50 individuals or more - whether in person or by proxy. However, at the time of the meeting, if the number of ordinary members attending the meeting does not constitute the quorum, the Board of Directors of the Association shall call for the general meeting again by holding such meeting within 14 days from the date on which the first scheduled meeting is scheduled. For the latter meeting, the quorum shall be constituted regardless of the number of ordinary members attending the meeting. Except for the extraordinary general meetings caused by the request of members, the general meetings shall not be held and the meetings shall be deemed cancelled.

The proxy, according to the above paragraph, shall be granted to natural person ordinary members or representatives of juristic person ordinary members of the Association only.

Proposed Amendments for Consideration and Approval by the AGM 2020

To add the sentence **“The annual ordinary general meetings or extraordinary general meetings may be held via electronic means. The operations must comply with the rules and procedures prescribed by law.”**