

European Association for Business and Commerce (EABC)
Bangkok, Thailand

Minutes of the 12th EABC Annual General Meeting 2024

**Held on Thursday 25th of April, 2024, at 17:00 hrs. at Oriental Residence Bangkok
110 Witthayu Rd, Lumphini, Pathum Wan, Bangkok 10330**

Present

56 Members present in person or by proxy and voting in person or by proxy (52 in person + 4 by proxy)

1. ACTEUS- Mr.Yann Bary
2. AGS Four Winds International Moving Limited- Mr. Charles Prevost
3. Airbus- Mr. Bert Porteman
4. Allianz Ayudhya- Mr. Lars Schmid
5. Amadeus Asia Limited- Ms. Maria Catany
6. Ananda Intellectual Property by proxy to Mr. Jan Eriksson
7. Asia Data Destruction- Mr. Isato Bista
8. AstraZeneca (Thailand)-Mr. Kritamait Vithayaruksun
9. Aviation Pro – Mr. Robert Fox
10. Avis Co Ltd. by proxy to Mr. Jan Eriksson
11. B.Grimm Joint Venture Holding Limited- Ms. Kamolwan Sa-nguansak
12. BASF- Ms. Roschan Lohakitsongkam
13. Bayer – Mrs. Paranee Adulyapichet
14. Boyden-Mr. John Holme
15. BDO Advisory Services – Mrs. Noel Ashpole
16. Chandler MHM Limited- by proxy to Mr. Bob Fox
17. Combi Lift Project Logistics (Thailand) Co. Ltd- Mr. Juergen Kohnen
18. Deutsche Bank-Ms. Pimolpa Simaroj
19. Dextra – Mr. Herve Lemoine
20. DFDL- Mr. Etienne Rieuneau
21. Diageo Moët Hennessy – Ms. Khemika Ratanakul
22. DLA Piper- Ms. Thananan Sangnuan
23. Euro-Center (Thailand) Co., Ltd.- Mr. Roland Hohmann
24. Fair & Easy Co., Ltd.- Mr. Thomas Fernandez
25. Generali Life Assurance (Thailand) Plc.-Mr. Marco Ennilo
26. GreenYellow- Ms. Pagamass Bowornchoke
27. GSK Thailand-Ms. Somrasa Pongpermpruek
28. GVN Marketing- Mr. Vincent Choquette
29. Horton International-Mr. Matthew Grose
30. KPMG Thailand – Mr. Nicholas Bellamy

31. Krungthai-AXA Life Insurance PCL.- Mr. Thomas Leiterer
32. LawPlus Ltd.- Ms. Usa Ua-areetham
33. LB Aresia- Mr. Bruno Lespurque
34. Leschaco (Thailand) Ltd.- Ms. Christine Russel-Wittebrood
35. LEX NOVA-Sébastien Bance
36. L'Oréal – Ms. Cosma Zachero
37. Luther Thailand – Mr. Fabian Lorenz
38. M2M Technologies – Mr. Jan Eriksson
39. Maison Hotel Bangkok-Ms. Natsuree Boonyawech
40. MDA Consulting- Mr. Luca Vianelli
41. Novo Nordisk Pharma (Thailand) Ltd.- Mr. Enrico Canal Bruland
42. OPTIMA Training and Consulting-Ms. Foncita Pungpun
43. Oriental Residence- Ms. Pornthip Pibarnwong
44. Pharmaceutical Research and Manufacturers Association – Ms. Kittima Sriwatanakul
45. Philip Morris Trading (Thailand) Co., Ltd- Mr. Gerald Margolis
46. IWG (Regus) – Mr. Thitiwat Thanapornnithinan
47. SCL Nishimura & Asahi Bangkok Office- Mr. Timothy Harney
48. Second Life-Ms. Pauline Frison
49. Siemens Mobility Limited by proxy to Mr. Bob Fox
50. Spica – Mr. Jan Eriksson
51. Skywave Technologies (Thailand) -Ms. Anja Heck
52. Thai Airway- Mr. Arnuphap Kittikul
53. The Athenee Hotel- Ms. Parunee Piriyyaradtawee
54. Tom Sorensen-Mr. Tom Sorensen
55. Yara (Thailand)- Mr. Pongsin Thepruangchai
56. Zuellig Pharma - Mr. Laksaman Choosiri

In Attendance

1. EABC Office- Dr. Charanya Nopnukulvised
2. EABC Office- Mr. Omar Ben Abderahmen
3. EABC Office-Ms. Thitikan Viboonphong

Observers

1. ACTEUS-Mr. Pierre Combedimanche
2. Airbus- Ms. Nantawan Hiranratana
3. Airbus-Ms. Sutinee Tangsirivanich
4. Asia Data Destruction-Mr. Bruno Sivanandan
5. B.Grimm Joint Venture Holding Limited- Mr. Arnon Kulawongvanich
6. B.Grimm Joint Venture Holding Limited-Mr. Nat Jitwarawong
7. BASF-Ms. Molruee Israbhakdi
8. Bayer- Mr. Bradley Williams
9. Bayer- Ms. Thadchawadee Wejrungsikul
10. Deutsche Bank-Ms. Patcharavadee Suphipat
11. Deutsche Bank- Ms. Lalita Skulratana

12. Deutsche Bank- Mr. Bastian Ilgert
13. DLA Piper (Thailand) Limited- Ms. Pannatat Kocharin
14. EU Delegation- Ms. Lucia Balogova
15. Euro-Center (Thailand) Co., Ltd-Mr. Sewie Vuthitada
16. Horton International- Mr. Garry Woollacott
17. Horton International- Mr. Matthew McKay
18. L'Oreal-Ms. Onanong Pratakphiriya
19. LawPlus Ltd.- Ms. Naddaporn Suwanvajukkasikij
20. Skywave Technologies (Thailand) – Ms. Patinya Sinlapapakdee
21. SCL Nishimura & Asahi- Ms. Pavinee Bunyamissara
22. SCL Nishimura & Asahi- Ms. Malinee Kriengkrailipikorn
23. Thai Airway- Mr. Rithavee Plikarnon
24. Thai Airway-Mr. Promboon Wanitchayapong

Meeting started 17.00

Welcoming

Mr. Omar Ben Abderahmen, Business Development Director of EABC was the MC of the AGM. He introduced Mr. Jan Eriksson (Vice President) as Chair of the meeting in the absence of the President, Mr Farid Bidgoli, who was not able to attend.

The Chair welcomed all members and stated that the quorum was established with 56 members present in person (by their representatives) or by proxy from 149 members which is at least 15% of members. This was not a hybrid meeting.

Mr. Omar Ben Abderahmen also thanked event sponsors; Horton International, L'Oréal, Skywave Technologies, BASF including in kind sponsors; Diageo Moet Hennessy, Gfour, L'Oréal, Maison Hotel, Macrame by Nicha, Oriental Residence, Singha Estate and S Industrial Estate.

1. Approval of the Minutes of the EABC Annual General Meeting of 2023

The 2023 AGM was held on 27 April 2023 at Amara Bangkok. A copy of the minutes was provided to all participants in the AGM and had been posted on the EABC website.

EABC Vice President Mr. Jan Eriksson explained that resolutions (such as approving minutes) would be addressed by use of voting cards (YES/NO) for all resolutions.

The minutes of AGM 2023 were approved.

2. Report of the President

Mr. Jan Eriksson informed attendees that Mr. Farid Bidgoli, EABC President, was unable to attend the Annual General Meeting. Mr. Farid Bidgoli sent a video presentation outlining the main activities and services implemented by EABC over the past year.

3. Presentation of Activity and Advocacy Report 2023

Mr. Bob Fox, Board director, presented on EABCs Advocacy work which included work done by the 12 Working Groups of EABC, other focused activity, the Top Set of policy issues, the advocacy development strategy of EABC and the development of EU-Thailand FTA.

The Activity Report can be downloaded from EABC website.

4. Presentation of Financial Report 2023

The Treasurer Mrs. Cosma Zachero presented the financial report for 2023 with indicators for 2024. The material was also posted in the EABC website and made available in advance to all members before the meeting.

The Financial Statements and the Treasurer's Report for 2023 were approved.

5. Approval of Appointment of Auditor

The Treasurer Mrs. Cosma Zachero stated that the auditor fee is reasonable, and the auditors had provided a reliable service. The Treasurer recommended the meeting approve the appointment of the auditor.

The meeting approved auditor Ms. Kanaratp Kijtanapobrung. Her yearly fee is 35,000 baht.

6. Amendment to EABC ByLaws

Ms. Charanya Nopnukulvised conducted the business for change of Bylaws. As EABC modernises to support digital or on-line payments, the opportunity is taken to ensure that the ByLaws fully support all payment modes, are technology-neutral, reduce petty cash holding upper limit to a more realistic level, and avoid unclear language, with only one approval scheme. The changes maintain prudential oversight for out payments, and ensure full flexibility in terms of receiving monies. Thus this changes to Article 48 and 49 are proposed.

48. Cash management of Association

48.1. Any monies belonging to the Association including the cash of the Association shall be deposited in the name of the Association with a commercial bank or banks located in the province of the Association. The Board of Directors must, (by simple super-majority resolution of two thirds), approve each commercial bank.

48.2. The amount of petty cash for use in operation of the Association shall not exceed THB 200,000.

49. Disbursements by Association.

49.1. Joint authorization of any two Directors from among two groups of directors (of up to three each) as provided for in this Article 49.1 must be sought to disburse funds of the Association for use in relation to the affairs of the Association up to THB 500,000 each time with one from each group A and B as follows:

- (i) Group A: President, a Vice President, a director*
- (ii) Group B: Treasurer, a different Vice President, a different director*

or other permutation of two groups of up to three in each group as determined by the Board. Each authorising person must have been identified by the relevant bank for any particular bank account. The Board may, by simple majority resolution, allow for single authorisation payments by President or Treasurer up to THB 5,000 for any one payment.

49.2. Any disbursement of more than THB 500,000 in one single payment shall, require a simple resolution of the Board of Directors.

49.3 The means of disbursement may be by petty cash, by cheque or by electronic means. The structured approval should be the same. That is signing in the case of cheque, or in the case of electronic funds transfer, electronic approval (by physical or virtual token or other means approved by the Board of Directors). Electronic funds transfer may include use of short codes such as Thai QR Code of the payee, or Prompt Pay QR Code of the payee, or any other means, subject in all cases to applicable approval requirements.

49A. Receipts to Association's bank accounts

There are no restrictions as to the means by which funds may be received by the Association into its bank accounts. This may be by cash deposit, cheque deposit, electronic funds transfer which may be by Thai QR Code or Prompt Pay QR Code (issued by the bank for the Association's bank account, or any other means approved by the Board, for any of the Association's bank accounts) and any other means lawfully in use in Thailand for depositing or transferring funds into the bank account of a trade association.

The motion was seconded and carried.

7. Presentation of candidates standing for election as Ordinary Directors to the Board of Directors

Ms. Charanya Nopnukulvised, Operations Director of EABC, explained the voting process. There were 11 candidates for 11 positions. Each candidate for Ordinary Director candidates was given 2 minutes to introduce themselves to the attending members of EABC. Profiles of 11 candidates standing for election were also on the EABC website in advance for all members to view.

The 11 candidates each gave 2 minute presentations.

The 11 candidates were (in alphabetical order by family name):

- Mrs. Paranee ADULYAPICHET - Bayer
- Mrs. Noel ASHPOLE – BDO
- Mr. Nicholas BELLAMY – KPMG
- Mr. Farid BIDGOLI – Roche by video
- Mr. Jan ERIKSSON – SPICA
- Mr. Bob FOX – Aviation Pro
- Mr. Matthew GROSE – Horton
- Mr. Jerome KELLY – LawtonAsia

- Ms. Khemika RATANAKUL – Diageo Moet Hennessy
- Mr. Thitiwat THANAPORNNITHINAN – IWG
- Mrs. Cosma ZACHERO – L’Oreal

It was disclosed by Mr. Farid Bidgoli that he would likely be re-assigned to a position outside Thailand and in the subsequent board meeting to elect office bearers, he would not stand again as President. It was disclosed by Mrs. Cosma Zachero that at some stage during the two year period she could be re-assigned and thus not be able to complete the full two year term.

8. Election of Ordinary Directors to Board of Directors

Ms. Charanya Nopnukulvised, Operations Director, announced that there were 11 candidates for the 11 available positions. Ms. Lucia Balogova from the EU Delegation served as the scrutineer. The resolution was proposed and approved as a single resolution for all ordinary director positions.

9. Election Results and Confirming Good Standing Status of new Directors

Ms. Charanya Nopnukulvised, Operations Director, announced the election results.

The 11 new Board Directors were (in alphabetical order by family name):

- Mrs. Paramee ADULYAPICHET - Bayer
- Mrs. Noel ASHPOLE – BDO
- Mr. Nicholas BELLAMY – KPMG
- Mr. Farid BIDGOLI – Roche
- Mr. Jan ERIKSSON – SPICA
- Mr. Bob FOX – Aviation Pro
- Mr. Matthew GROSE – Horton
- Mr. Jerome KELLY – LawtonAsia
- Ms. Khemika RATANAKUL – Diageo Moet Hennessy
- Mr. Thitiwat THANAPORNNITHINAN – IWG
- Mrs. Cosma ZACHERO – L’Oreal

Ms. Charanya Nopnukulvised, Operations Director explained that office bearers (President, Vice President, Treasurer) would be elected by the board at a board meeting to be held soon.

Ms. Charanya Nopnukulvised, Operations Director, then explained about the Good Standing motion: Just as there are basic requirements of good character, not being a bankrupt etc. in Article 11 of our ByLaws for members representatives (all here today), there are similar basic factors for being of good standing for directors. This is standard in Thailand.

The confirmation of good standing can also be done by a senior public official for each director, but it is more convenient to use this route.

The resolution was proposed as one resolution for all ordinary directors. The meeting approved the good standing of the 11 newly elected Board members.

EABC thanked the event sponsors for this AGM and for all attending.

That is the end of the formal meeting.

Meeting was adjourned at 18:00 hrs.

Mr. Jan Eriksson
Vice President, EABC

Dr Charanya Nopnukulvised
Operations Director, EABC