

Biometrics Institute Ltd
Minutes of the Annual General Meeting (AGM)
The AGM was held at Hotel Realm, 18 National Circuit, Barton, ACT 2600, Australia
at 08:30 on Thursday 30 November 2023 (meeting duration 45 minutes)

The Institute has returned to holding its AGM as an in-person meeting. Voting members were asked to supply proxy votes for director nominations at least 48 hours before the 2023 AGM. Eligible members attending the AGM were also able to vote at the meeting.

In keeping with regulatory requirements, the passing of resolutions was enabled by a show of hands by attendees at the AGM.

The AGM commenced at 8:40am and concluded at 9:25am.

1. <u>Those present</u>	Financial/ Non- financial	Membership Category	Number of Votes
NSW Police Force, Darren Bark	Y	Large user	6
SITA, Paul Cross	Y	Large supplier	3
Biometix, Ted Dunstone	Y	Medium supplier	2
Reason360, Brett Feldon	Y	Small supplier	1
Associate Member, Stephen Gee	Y	Associate Member	0
Home Affairs, Simon Aitchison	Y	Extra large user	10
Services Australia, Lucy Vincent (Secondary member)	Y	Extra large user	0
<u>Proxies in attendance</u> (a main member sending someone else)			
DIA, Dion Chamberlain	Y	Very large user	8
Total votes in attendance			30
2. <u>Apologies and proxies</u>			
<u>Proxy to the chair</u>			
Danish National ID, Jakob Dam Glynstrup	Y	Large user	6
Cognitec, Terry Hartmann	Y	Medium supplier	2
HID, Patrice Erickson	Y	Large supplier	3
Critical Insights Consultancy, Michael O'Connell	Y	Small supplier	1
ID Transnational Consultancy Ltd, Roger Baldwin	Y	Small supplier	1
Luminos.Law, Brenda Leong	Y	Small supplier	1
Total proxy votes to chair			14

Darren Bark, chair for the 2023 AGM, welcomed the members to the meeting.

The proxies were noted.

The Quorum (6 members / proxies present) was confirmed as 7 members were present and the meeting was declared open. There were no apologies.

Members had been asked to submit proxy forms as voting papers for the director elections. Those members who had not already submitted their proxy form and were in attendance were invited to use the proxy form to cast their votes at the meeting so that the election process could be administered.

3. Confirmation of minutes of previous AGM

The Chair of the meeting reported that the minutes of the AGM held on the 1 December 2022 had been noted as correct and as a true record of the proceedings.

He advised that the minutes were available for inspection from the Biometrics Institute. A copy was also available at the meeting upon request.

► Resolution:

Darren Bark proposed to move to confirm the minutes.

Brett Feldon seconded.

It was resolved unanimously via a show of hands that the minutes of the Biometrics Institute Annual General Meeting of 1 December 2022 were accepted.

Ordinary Business

4. Directors' Report

The chair outlined some highlights of the financial year referring to the Annual Report provided to members on the Institute's website and with links to the report supplied in the AGM notice.

Despite difficult economic and business conditions during the financial year 2022-23, memberships numbered 223 member organisations at the end of this period. This speaks to the trust members place in the Institute and the value they continue to see in the benefits the Institute offers. Moreover, an impressive 34 new member organisations joined during this period which confirms the growing need for an independent and impartial international forum for biometric users, which the Institute has uniquely provided for 22 years.

For the year ending 30 June 2023, the Institute had an operating profit of AUD108,612 against a forecast profit of AUD37,124. A return to holding in-person events, effective cost controls, and our high membership retention rate meant that we realised a higher profit than our forecast for the financial year.

The board continues to place emphasis on business development and strategic plans, on trialling new learning tools and services for members, as well as on allocating operational spend on upgrading our systems and technology so that the Institute is best placed to evolve as the industry grows.

He passed over to the chief executive to highlight some key developments noted from the Annual Report.

Connector
<i>What we did...</i> <ul style="list-style-type: none">• Delivered the event programme seeing a return to in-person events nicely balanced with an online offering of On the Pulse Conversations. This included one event with supplier members post Congress wrap-up in November 2022• Participated in several external events to raise awareness of the Institute's mission amongst new and existing stakeholders• Strengthened relationships with important stakeholders such as Human Rights and Privacy Commissioners, key UN agencies and the Australian Disability Commissioner who spoke at the May 2023 Asia-Pacific Conference

<ul style="list-style-type: none"> Invited academics to present within our various conferences to strengthen engagement
Knowledge transfer: information and education
<i>What we did...</i> <ul style="list-style-type: none"> We built and launched the very first online learning tool, Biometrics Essentials, in March 2023. The online tool is a scenario-based story supported by the Good Practice Framework. It continues to be accessed by members but also many new contacts, for example, from councils and UN agencies Promoted the learning tool through a range of channels including social media posts through, for example, the Information Commissioner's Office in the UK Launched new guiding papers, updated existing guidance, and released a first draft of the Explanatory Dictionary for Biometrics to members on the website (see Communications and thought leadership/Biometrics Institute good practice guidance 2022-23 sections below for more detail) Released the annual Industry Survey 2022 in August 2022
<i>Next steps</i> <ul style="list-style-type: none"> Progress the education goal by translating the Biometrics Essentials learning tool into at least one other language to reach out to new regions, the Spanish version to be launched in the new year Consider building a second learning tool potentially focusing on a particular job role in a biometrics project implementation
Thought leadership and good practice guidance
<i>What we did...</i> <ul style="list-style-type: none"> Featured on the Australian Channel Nine News delivering a story on biometrics. It was noted that this media exposure did not lead to any direct enquiries but the goal was brand awareness which was most certainly achieved Published the State of Biometrics Report 2022 which identified four priority themes which formed the base of our important conversations with members and key stakeholders Noted that the Biometrics and Surveillance Camera Commissioner for England and Wales quoted the Institute's discussion about "do we need a license for biometrics" in his annual report to the Home Secretary

Darren Bark then invited Isabelle Moeller to talk through the Financial Report and to present the Chief Executive's report.

5. Financial Report

The Institute showed a strong financial performance for the financial year 2022-23 with an operating profit of **AUD \$108,612**.

Strong member support and attendance at our in-person events, effective cost controls, and high membership retention rate meant that we realised a substantially higher profit than our forecast profit for the financial year.

Isabelle noted that the financial statements of the company, the director's declaration and the directors' and auditor's reports had been with the members for the required period (refer to the Annual Report). She confirmed that the financial reports had again been audited.

She pointed the attendees to the **statement of comprehensive income (p.26 of the Annual Report)** which forms part of the financial report outlining the operating profit of A\$108,612 for the financial year. **The Institute's financial position (p. 27) is total equity of A\$1,821,070.**

She noted the following other amounts (p.27):

Current **"Trade and other payables"** of A\$400,734 (note 9 p.40 "Deferred revenue" A\$315,848) include event and membership fees in advance which will be transferred into income pro-rata every month or after an event has taken place.

Although we are operating in a challenging and volatile economic and geopolitical environment, we forecast that revenue will continue to grow from both memberships and our events in our new financial year.

A question was asked about previous profit which are highlighted on page 18. Events were stronger pre-COVID. It was noted that the Institute continues to look for alternate revenue streams. Events are no longer the product but the enabler. Income from non-members has tax implications in Australia.

► **Resolution:**

Ted Dunstone proposed to move to receive the Directors' Report.

Dion Chamberlain seconded.

It was resolved unanimously via a show of hands that the Directors' Report be accepted by consensus.

► **Resolution:**

The Chair asked for support to accept the Financial Report.

Brett Feldon proposed to move the motion.

Simon Aitchison seconded.

It was resolved unanimously via a show of hands that the Financial Report be accepted by consensus.

6. Election of directors in accordance with Rule 17 of the company's Constitution.

The Director Election Process was outlined by Isabelle Moeller.

There are a total of nine (9) director positions on the board, two (2) of which are "Appointed Directors" (appointed by the board) and seven are "Elected Directors" (elected by members at AGM).

Currently there are four (4) positions open – two (2) for "Elected Directors" (at AGM) and two (2) for "Appointed Directors" (by the board). The members at the AGM vote for the two "Elected Directors".

Re the ratio of users and suppliers on the board: Assuming there will be seven (7) "Elected Directors" in total, there should be at least five (5) users on the board and a maximum of two (2) suppliers. The board currently has two elected directors who are supplier members.

The following user/ supplier balance rule applies:

Total Elected	User ratio	Supplier ratio
9	6	3
8	5.33 = 5	3
7	4.67 = 5	2
6	4	2
5	3.33 = 3	2
4	2.67 = 3	1
3	2	1

At the Designated Board Meeting in October, the board reviewed eligible nominations and decided to select the following three candidates for director elections at the 2023 AGM:

Name	Organisation	Region	Category	Contact level	Comment	Fulfil criteria
Darren Bark	NSW Police Force	ANZ	User	Main	Standing for re-election	Yes
Naama Ben-Zvi	Israel National Cyber Directorate (INCD)	Middle East	User	Main	Standing for election	Yes

Isabelle Moeller confirmed that both nominees are eligible and have agreed to be re-elected to the board at the AGM. Background about the candidates had been provided as part of the notice of the meeting.

All members had been invited in the lead-up to the AGM to vote via proxy to facilitate the voting process.

- **Resolution:** Resolved through the use of the proxy forms as voting paper that those receiving the most votes (subject to clause 17.1) will be elected as Directors.

Name	Organisation	Region	Category	Number of votes received in favour
Darren Bark	NSW Police Force	ANZ	User	43
Naama Ben-Zvi	Israel National Cyber Directorate (INCD)	Middle East	User	37

It was confirmed that the following two Directors were elected:

Darren Bark and Naama Ben-Zvi.

Special business

There was no special business to discuss.

Next AGM

This is planned for Canberra towards the end of November 2024.

We would like to thank everyone for their dedicated and ongoing support.

There not being any further business, the Chair declared the meeting closed at 09:25am.

Signed by:

Name:

Jakob Dam Glynstrup

In role as:

chair

Date:

25/4-24