

Biometrics Institute Ltd
Minutes of the Annual General Meeting (AGM)
The AGM was held at 08:00 on Thursday 28 November 2024
at NSW Police Force's offices
Level 14, 201 Elizabeth Street, Sydney 2000, Australia
(meeting duration 33 minutes)

The AGM was held as a hybrid meeting with the following
online meeting start times across regions:

Wednesday 27 November
EST 16:00 | GMT 21:00 | CET 22:00
Thursday 28 November
AEDT 08:00 | NZDT 10:00

The AGM was held as a hybrid meeting so that members had the option of attending in person or dialling in from regions outside Sydney, Australia. Voting members were asked to supply proxy votes for director nomination at least 48 hours before the event. 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 08:01 and concluded at 08:50.

1. <u>Those present / dialled in</u>	Financial/ Non- financial	Membership Category	Number of Votes
Danish National ID, Jakob Dam Glynstrup	Y	Large user	6
NSW Police Force, Darren Bark	Y	Extra large user	10
Accenture, Dan Bachenheimer	Y	Large Supplier	3
Reason360, Brett Feldon	Y	Small supplier	1
Associate Member, Stephen Gee	Y	Associate Member	0
ID Transnational Consultancy Ltd, Roger Baldwin	Y	Small supplier	1
Aulich & Co, Terry Aulich	Y	Small supplier	1
Royal Netherlands Marechaussee (KMar) - Ministry of Defence (Mindef), Hans de Moel	Y	Medium user	4
Department of Home Affairs, Shashi Samprathi (secondary member) Joined at 08:13	Y	Extra large user	0
Biometix, Ted Dunstone	Y	Medium supplier	2
Andrew Rice, observer – former Chair	N/A	-	N/A
NSW Police Force, Lauren Alagh (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			36

2. <u>Apologies and proxies</u>			
<u>Proxy to the chair</u>			
Veridos (Germany), Armin Reuter	Y	Medium supplier	2
Proline, Özgür Dogan	Y	Medium supplier	2
Critical Insights Consultancy, Michael O'Connell	Y	Small supplier	1
Defence Science and Technology Laboratory (DSTL), Jack Allen	Y	Large user	6
Total proxy votes to chair			11

The Institute's Chair, Jakob Glynstrup, welcomed the members to the meeting.

The proxies were noted.

The Quorum (6 members / proxies present) was confirmed as 9 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 30 November 2023 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 that the minutes of the Biometrics Institute Annual General Meeting of 30 November 2023 were accepted and confirmed.

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.

The use of biometric technologies continues to hold the identity of the individual and privacy at front of mind. Different use cases pose different risks and opportunities, and it is important to unpick the differences and apply good practices. The Institute provides an unbiased and balanced platform for discussion, guidance and education of its members, decision-makers and key stakeholders.

Through very active and diverse committees, the expert groups help address potential gaps in legislation, regulation, policy and technical standards, through the development of timely guiding material. As with all good practice documents, these are developed under rigorous review through a broad range of members and the board. These documents have become an essential part of the Institute's activities and have gained worldwide recognition.

The Institute develops its event and conference programmes to meet specific needs of members and to respond to recent developments in biometric technology in different regions, such as the challenges posed by AI. Speakers and session moderators are engaged by the Institute to ensure that delegates have access to the broadest range of high-profile speakers, government members, regulatory bodies, and expert panellists at our events. Delegates from around the world attended our in-person conferences and workshops, and also dialled into our online webinars and events.

On behalf of our members, we aim to create greater awareness about the work the Biometrics Institute is conducting to deliver on its missions. The Institute's Chief Executive, directors, Advisory Council and Expert Group members participate in events and stakeholder meetings. During the financial year it reached out to Australia, Canada, Europe, Fiji, South America, UK and USA as well as online. We create brand and mission awareness through presentations on trends outlined in the Industry Survey and State of Biometrics Report and the good practice tools including the Three Laws of Biometrics.

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

Key achievements during 2023-24

Connector
<i>We said we would...</i> Continue our event programme with a mix of in-person and online meetings to facilitate dialogue amongst our global membership. Continue participation in external meetings and events to further grow our network and outreach work, especially with a view to engaging with important industry groups in regions such as Asia-Pacific (Singapore), South America, Singapore and South Pacific.
<i>What we did...</i> • Held five extremely successful conferences across Australia, Europe/UK and the USA facilitating incredible and essential conversations about the responsible use of biometrics • Membership continued to grow even if at a slower rate and a higher drop off in small supplier memberships. Key stakeholders such as United Nations agencies and European Union institutions were very engaged, and members provided extremely positive feedback about our services • Engaged with low-income regions which has been extremely rewarding as it demonstrates that our community is taking a philanthropic approach to including nations who want to learn about the responsible use of biometrics • The event collaboration in Singapore with HTX and the Immigration & Checkpoints Authority (ICA) was fantastic and opened doors to the region that need to be further explored. Our two side- events to the TechXSummit attracted over 200 attendees • Directors, heads of groups and the Chief Executive participated in 12 external events (in-person and online) to raise awareness of the Institute's mission amongst new and existing stakeholders and grow the network • Confirmed participation in a government meeting in São Paulo, South America for July to further broaden our outreach
<i>Next steps</i> • Deliver our topical event programme with a mix of in-person and online meetings to facilitate dialogue amongst our global membership • Continue participation in external meetings and events to grow our network and outreach further

- Explore how we can **reward long-term and engaged members** for their support e.g. introduce frozen membership fees for two- and three-year renewals
- **Collaborate with members on outreach activities** e.g. speak at events they organise and ask them to talk about our good practice work where appropriate
- Monitor and test how we can further engage with the **low-income regions** to promote biometric good practices
- **Conduct a member services survey** during the financial year

Knowledge transfer: Information and education

We said we would...

Deliver on the **education goal** furthering the Institute's offering on training and education e.g. translate learning tool into one or two other languages and design topical workshops.

Develop new guiding material as required, identifying challenges and opportunities that need to be addressed.

Explore how the very successful *News Digest* could be replicated into other publications e.g. a quarterly "Biometrics Explained" that summarise key findings from events.

Explore new ways of presenting thought leadership e.g. short interviews or videos.

Lead the design and delivery of an annual *Industry Survey*, newsletters and other information pieces.

What we did...

- **Translated the learning tool *Biometrics Essentials*** into Spanish to create further outreach. We added **subtitles** to the English version for improved accessibility. We have seen regular engagement with both tools and outreach to new audiences. The tool has now been accessed by learners in 50 different countries worldwide.
- Launched the *Mitigating Biometric Vulnerabilities in Digital Identity – Executive Briefing* in a **new format with slides** rather than report to use it as a briefing document for policy-makers and legislators
- A **Good Practice Workshop** was held for staff of the United Nations International Organisation for Migration (IOM) in Geneva in 2023 delivering additional revenue, key stakeholder engagement and education
- Released **two educational videos**: a video *Beyond the checkout: Biometrics in retail* with key considerations for the use of the technology in the retail sector. The second video provided an expert explanation of the two explanatory graphics: *Verification (1:1) and Identification (1:n) explanatory graphics*
- **Improved the Annual Industry Survey** (July 2023) through a new format (PowerPoint) to make it more accessible for members. 117 members downloaded the slides and they were used in many presentations. The executive summary was accessed by over 2,000 non-members.
- **Weekly News Digest**, 46 issues across July 2023- June 2024 that has extremely high opening rate of over 50% (for not-for-profits any rate above 20% is high)
- Quarterly *e-Newsletter* published
- **Strengthened our social media presence** through regular posts increasing our followers on LinkedIn to 4,338 (+30%) and on X (formerly Twitter) to 7,292 (+2%)

Next steps

- Progress the education goal by launching a new in-person Short Course called *Fundamentals of Biometrics* consisting of four modules based on the *Good Practice Framework* which could then also be converted into online lectures
- **Explore how workshops and training can be delivered to low-income regions**
- Continue to offer our range of publications and maintain good practice material current through regular reviews. Discussions continue about a *Human Rights Impact Assessment Tool* as well as a *Biometrics Procurement Checklist*
- Continue the *Industry Survey* in its current format but continue to update questions to stay relevant
- Consider **further explanatory graphics** and short educational videos to promote the tools

- Compile a Biometrics Institute Supplier Report on future trend
- Create a Procurement Guide

Thought leadership and good practice guidance

We said we would...

Strengthen the Institute's brand as the trusted source of information, education and guidance on biometrics.

Promote the *Three Laws of Biometrics* and the *Good Practice Framework* to legislators, regulators and key decision-makers to better understand and manage different biometric use cases, risks and their mitigation.

Explore how Institute events can evolve from providing a platform for discussion into a platform to create consensus and recommendations on key issues e.g. an event on key issues.

Develop a louder voice for our community to create a more balanced discussion on biometrics with two key target audiences: "Influencer voice" to reach regulators and decision-makers (generic submissions to consultations) and "media voice" to comment on news headlines .

Provide members with tools to demonstrate more transparently that they follow good practice guidance e.g. ask member to use the "member of" logo.

Set priority themes for our community through the publication of the *State of Biometrics Report 2023*.

What we did...

- Participated in a range of high-level conferences and meetings to raise awareness about the responsible use of biometrics including Australian government, UN-CTED and UN-ICAO
- Changed the focus of the US Conference to be a Strategy and Policy Forum with an agenda based on the *Three Laws of Biometrics*. The event received excellent feedback for the open and deep discussions
- Released a "Discussion paper: What is the relationship between artificial intelligence (AI) and biometrics" to find consensus amongst our community on this question. The paper was discussed at several events stimulating a range of viewpoints on the issue
- Presented key findings from future predictions (2023) study to members and external events
- Published the *State of Biometrics Report 2023* which identified four priority themes which formed the base of our important conversations with members and key stakeholders
- Invited key stakeholders and regulators to speak or attend our meetings and events to raise awareness about key issues and the *Three Laws of Biometrics*
- Encouraged members to wear the "responsible biometrics" badge at our events and quote our Three Laws of Biometrics and *Industry Survey Slides* in their presentations

Next steps...

- Become the leading voice for the biometrics community targeting media as well as key stakeholders
- Create a statement about the "Relationship between artificial intelligence (AI) and biometrics" outlining viewpoints or even consensus on this question. Create a new Explanatory Dictionary entry and a statement to be released in the last quarter of 2024
- Participate in important events to promote the responsible use of biometrics e.g. an Australian government meeting in August 2024 and a UN-IOM Conference in Bangkok in December 2024
- Strengthen the Institute's brand as the trusted source of information, education and guidance on biometrics
- Continue to promote the *Three Laws of Biometrics* and the *Good Practice Framework* as a risk management framework for biometrics.
- Review the *Three Laws of Biometrics* to test whether any updates are required
- Provide an independent and global platform for thought leadership
- Set priority themes for our community through the publication of the *State of Biometrics Report 2024*

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

5. Financial Report

In late 2022, the Institute engaged a provider of integrated Association Management Software (AMS) to replace its Customer Relations Management (CRM) software and website with a single solution that would offer enhanced functionality to the team and to the members. The product was due to go live in January 2024, but data migration challenges caused repeated postponement.

By August 2024, these problems were no closer to resolution.

Management re-evaluated the product and the vendor's performance and decided in September 2024, with support from the board, to terminate the project. Writing off this project was a difficult business decision. The Institute is in a strong enough financial position to absorb the costs, and its existing CRM and website remain fully functional, which means that terminating the project will have no operational impact. Discussions have begun between management and the board to ensure that procurement processes for any future major projects are suitable for the Institute and can be successfully implemented.

The project cost approximately AUD131,000 in total over the 2022-23 and 2023-24 financial years. Following termination of the contract, the Institute negotiated that the vendor waive payment of outstanding invoices totalling just under AUD15,000. Due to this write off the Institute reported an operating loss of AUD161,449 against a forecast profit of AUD52,852 for this 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 loss of A\$161,449 for the financial year. The Institute's financial position (p. 27) is total equity of A\$1,659,621.

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

Current "Trade and other payables" of A\$385,199 (note 9 p.40 "Deferred revenue" A\$339,438) 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.

► Resolution:

Jakob Glynstrup proposed to move to receive the Directors' Report.

Darren Bark seconded.

It was resolved unanimously via Teams chat that the Directors' Report be accepted by consensus.

► Resolution:

Jakob Glynstrup proposed to move to accept the Financial Report.

Darren Bark seconded.

It was resolved unanimously via Teams chat 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 three (3) positions open for "Elected Directors". The members at the AGM vote for the three "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 one elected director who is a supplier member.

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 2024 AGM:

Name	Organisation	Region	Category	Contact level	Comment	Fulfils criteria
Dion Chamberlain	Department of Internal Affairs New Zealand	ANZ	User	Secondary	Standing for re-election	Yes
Paul Cross	SITA	ANZ	Supplier	Main	Standing for re-election	Yes
Jakob Glynstrup	Danish National ID Centre	EU	User	Main	Standing for re-election	Yes

Isabelle Moeller confirmed that all nominees are eligible and have agreed to be re-elected to the board at the AGM.

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
Dion Chamberlain	Department of Internal Affairs New Zealand	ANZ	User	22
Paul Cross	SITA	ANZ	Supplier	24
Jakob Glynstrup	Danish National ID Centre	EU	User	33

Darren Bark confirmed that the following three Directors were re-elected:

Dion Chamberlain, Paul Cross and Jakob Glynstrup.

Special business

Amendment to the constitution

The AGM voted on the special resolution, that the constitution be amended as shown in the marked-up version made available to members ahead of the 2024 AGM. This amendment will enable the Institute to hold its AGMs in future years as a fully online meeting.

► Resolution:

Jakob Glynstrup proposed to move to confirm and accept these amendments to the constitution.

Terry Aulich seconded.

It was resolved via the Teams chat that the constitution be amended as proposed.

The AGM will vote on the special resolution: that the constitution be amended as shown in the marked-up version displayed at the 2024 AGM and provided to members ahead of the meeting.

Next AGM

This is planned for Canberra towards the end of November 2025.

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 08:50.

Signed by:

Jakob Dam Glynstrup

In role as:

chair

Name:



Date:

28/11-25