# **APPROVED**

by the Supervisory Board of the Moscow Exchange on April 20, 2020 (Minutes No 24)

# REGULATION ON THE COMMITTEE FOR SETTLEMENT AND EXECUTION OF OPERATIONS OF PUBLIC JOINT-STOCK COMPANY MOSCOW EXCHANGE MICEX-RTS

# **GENERAL PROVISIONS**

- 1.1. This Regulation on the Committee for Settlement and Execution of Operations of Public Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter referred to as "the Regulation") has been developed in accordance with the laws and other regulatory acts of the Russian Federation, the Charter of Public Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter also referred to as "the Exchange") and other internal documents of the Exchange and shall establish the tasks and functions, the procedure for formation and work of the Committee for Settlement and Execution of Operations of the Moscow Exchange.
- 1.2. The Committee for Settlement and Execution of Operations of the Moscow Exchange ("the Committee") shall act in accordance with this Regulation, the Charter of the Exchange, resolutions of the Supervisory Board and Executive Board of the Exchange, internal documents of the Exchange as well as the laws and other regulatory acts of the Russian Federation.
- 1.3. The Committee shall be the permanent negotiating body of the Exchange.
- 1.4. The Committee cannot act on behalf of the Exchange, executive bodies or the Supervisory Board of the Exchange or impose legally.
- 1.5. This Regulation as well as all amendments hereto shall be approved by the Supervisory Board of the Exchange and take effect from the date of approval thereof unless other time limit is determined by a resolution of the Supervisory Board of the Exchange or by the Exchange's Executive Board as instructed by the Supervisory Board.

# 2. TASKS AND FUNCTIONS OF THE COMMITTEE

- 2.1. The main task of the Committee shall be representing the interests of the Moscow Exchange Group markets participants on the Exchange with the purpose of comprehensive consideration of needs of professional participants in the issues related to clearing, settlement and execution of operation on the Moscow Exchange Group markets, as well as in connection with the CCP activities.
- 2.2. To achieve the set task, the Committee shall exercise the following functions:
  - Development and expert examination of proposals and recommendations on the matters concerning improvement of clearing operations, settlement, the CCP activity, as well as execution of operations on the Group's markets and submission of such proposals and recommendations for consideration of the Supervisory Board and/or Executive Board in accordance within the scope of their competence;
  - Development and expert examination of proposals and recommendations on new mechanisms and modes for settlement under transactions executed on Group's markets and OTC trades and submission of such proposals and recommendations for consideration of the Supervisory Board and/or Executive Board in accordance within the scope of their competence;
  - Development and expert examination of proposals and recommendations on new clearing technologies under transactions executed on Group's markets and OTC trades and submission of such proposals and recommendations for consideration of the Supervisory Board and/or Executive Board in accordance within the scope of their competence;
  - Development and expert examination of proposals and recommendations on improvement of transactions' process sing and document circulation and submission of such proposals and recommendations for consideration of the Supervisory Board and/or Executive Board in accordance within the scope of their competence;
  - Development and expert examination of new projects related to clearing technologies, settlement and activity of the CCP under transactions executed on Group's markets and OTC trades, and submission of such proposals and

- recommendations for consideration of the Supervisory Board and/or Executive Board in accordance within the scope of their competence;
- Performing interaction of the Exchange with professional participants of the Moscow exchange Group markets on the issues of organisation and development of clearing, settlements, the CCP activity, as well as execution of operations on the Group's markets and OTC trades;
- Promotion and popularization of the services rendered by the exchange among general public interested in development of on-exchange markets;
- Decide on other matters in connection within performance of set tasks.
- 2.3. The Committee may engage as experts or consultants the representatives of State Authorities, scientific and other organizations.
- 2.4. The Committee's resolutions shall be of advisory and informational nature for the executive bodies and/or the Supervisory Board when adopting thereby of the relevant resolutions.

# 3. PROCEDURE FOR THE COMMITTEE FORMATION

- 3.1. The Committee shall be created on the resolution of the Board of Directors of the Stock Exchange for an indefinite period and the Supervisory Board of the Exchange may abolish the Committee at any time by its resolution thereof.
- 3.2. Participation in the Committee shall be voluntary, personal and uncompensated unless otherwise is determined by the Supervisory Board of the Exchange.
- 3.3. The following persons may be elected the members of the Committee:
  - Employees of Clearing members of Moscow Exchange Group clearing organizations;
  - Representatives of self-regulatory organizations;
  - Independent experts.
- 3.4. Persons having entered into an employment and/or commercial service contract with the Exchange or legal entities under the Exchange's control are not allowed to be members of the Committee.
- 3.5. The Committee members shall have the qualification, knowledge and experience necessary for performance of the tasks and functions of the Committee in accordance herewith.
- 3.6. The size of the Committee shall be determined by the Supervisory Board of Directors of the Exchange and shall not be less than seven (7) and more than twenty-one (21) members.
- 3.7. The Committee members shall be elected annually by the Supervisory Board of the Exchange among the candidates for election to the Committee proposed on the basis of applications submitted by the persons meeting the requirements in 3.3. and 3.4. herein. The Candidate's written consent for processing of the personal data shall be enclosed with the application submitted to the Moscow Exchange in accordance with the template given in Annex 1.
- 3.8. The elected group of the Committee members shall function until the Supervisory Board of the Exchange elects the new group of the Committee members.
- 3.9. As proposed by the Chairperson of the Committee and/or the Chairperson of the Executive Board of the Exchange, a member of the Committee may be excluded from the Committee by the Supervisory Board of the Exchange in case he/she has not participated (and has not submitted written opinions or filled-in voting bulletins on the issues under consideration) in three (3) and more meetings of the Committee. Such a person cannot also be proposed (nominated) for election to the new Committee.

3.10. A member of the Committee may early withdraw from the Committee having notified the Exchange to that effect by sending a written application. A member of the Committee may be as well excluded from the Committee by the Supervisory Board of the Exchange as proposed by the organization nominated the Committee member as the representative thereof. In that case such an organization shall be entitled at the same time to propose a new candidate being the representative thereof to the Committee.

The powers of the Committee member shall be terminated after adoption by the Supervisory Board of the Exchange of a resolution on exclusion of such a member

- 3.11. The Supervisory Board shall be entitled to elect an additional member that is an independent expert whose activities are related to the securities market sphere to the Committee, in exceptional events.
- 3.12. For more efficient work the Committee may create working groups the activity of which shall be focused at consideration of certain issues to the extent of the tasks performed by the Committee.
- 3.13. The Committee Chairperson and one or several deputies thereof shall be elected by the Board of Directors of the Stock Exchange upon the proposal of the Stock Exchange.
- 3.12. The documental and technical support for the Committee shall be provided by the Committee Secretary appointed by the Chairperson of the Supervisory Board among the Exchange employees. In case of absence of the Secretary, the Chairperson of the Supervisory Board shall appoint a person to function as a Secretary among the Exchange employees.

# 4. COMMITTEE CHAIRPERSON AND DEPUTIES

- 4.1. The Committee Chairperson shall organize the Committee work and perform the following functions:
  - manage the Committee activity;
  - approve the agenda as well as determine the date, time, place and the form of the meetings holding;
  - determine the deadline for voting ballot acceptance and voting procedure for the meetings held in absentia (filling in the hard copy of voting ballot and sending it to the Exchange and (or) filling in the voting ballot via e-voting software);
  - determine the voting procedure for the meetings held in the form of joint presence (open voting by raising hands or voting using information and communication technologies by any way letting one definitely express their position and (or) via evoting software);
  - determine the list of persons invited for participation in the Committee meeting;
  - convene the Committee meetings and organize discussion of issues at the Committee meetings;
  - take chair at the Committee meetings;
  - organize taking of minutes of the Committee meetings and sign the minutes of the same;
  - fix the time limits of the Committee working and control the observation thereof;
  - allocate duties among the Committee members;
  - participate in the Committee meetings and have the casting vote right in case of equality of votes;

- represent the Committee when interacting with the Supervisory Board, executive bodies of the Stock Exchange, other bodies and persons;
- perform other functions related to the Committee activity in accordance with this Regulation and internal documents of the Exchange.
- 4.2. In case of absence of the Committee Chairperson, his/her functions shall be performed by a Deputy Chairperson, and in case of election of several deputies one of the same upon the resolution of the Committee. In case of absence of the Chairperson or the deputies thereof at the Committee meeting, the members of the Committee shall elect a person to take the chair of those attending the meeting.

# 5. RIGHTS AND OBLIGATIONS OF THE COMMITTEE MEMBERS

- 5.1. The Committee members shall be entitled to:
- 5.1.1. Propose inclusion of issues into the agenda with regard to the tasks and functions of the Committee specified in Section 2 hereof;
- 5.1.2. Submit written opinion on the issues of the agenda with regard to the requirements provided for in clauses 8.3 and 8.4 hereof if their attendance at the meeting is impossible on the basis of valid excuse;
- 5.1.3. Obtain information on the Committee activity;
- 5.1.4. Early withdraw from the Committee.
- 5.2. The Committee members shall:
- 5.2.1. Not use the powers granted thereto for the purposes contradicting the interests of the Exchange and causing harm of the Exchange business reputation;
- 5.2.2. Exercise their rights and obligations in respect of the Exchange in good faith and reasonable manner;
- 5.2.3. For the purpose of preventing the conflict of interests in the course of carrying out activity by the Exchange, avoid any actions which may cause property loss to the Exchange and/or its customers:
- 5.2.4. Attend the Committee meetings or vote in absentia when adopting resolutions at the meetings held in the form of absentee voting;
- 5.2.5. Observe the requirements of the Exchange's internal documents regulating the activity of the Exchange as well as the laws, regulatory acts of the federal executive body for securities market and other regulatory acts of the Russian Federation;
- 5.2.6. Not disclose and use in their own interests or in the interests of the third parties the information became known thereto and comprising the confidential information (this including commercial secret of the Exchange) as listed and determined in the internal documents of the Exchange, insider and other information the access to which is restricted pursuant to internal documents of the Exchange;
- 5.2.7. Fulfil other obligations provided for hereby and other internal documents of the Exchange.

# 6. PROCEDURE FOR PREPARATION OF THE COMMITTEE MEETING

6.1. The Committee meetings shall be held, as a rule, in the form of joint presence (joint present of the committee members). The decision on the form of holding the meeting is announced to the Committee members by sending of the meeting agenda by the Committee Secretary.

- 6.2. In exceptional cases and in agreement with the Exchange, information and communication technologies enabling remote participation in the meeting, agenda items discussion and adoption of resolutions put to vote may be used at the meetings held in the form of joint presence (including conference calls). Participation of the Committee members in the meeting using information and communication technologies equals to their presence at the meeting in case of their identification and/or authentication. The Chairperson of the Committee shall decide on the possibility of using information and communication technologies when calling a meeting of the Committee.
- 6.3. The meeting agenda sent to the Committee members shall contain:
  - the form of the meeting holding (joint presence or absentee voting);
  - the date, place and time of the meeting, or, in case of holding the meeting in the form of absentee voting the closing date of the voting bulletins acceptance and the postal and email address the filled-in voting bulletins shall be returned to; indication of the use of e-voting software;
  - indication of holding the meeting with the use of information and communication technologies in accordance with Clause 6.2 of the Regulation;
  - wording of the meeting agenda issues put to vote;
  - other information necessary for the meeting holding;
  - signature of the Committee Chairperson or the person functioning for him/her.
- 6.4. The Committee meetings shall be held, as a rule, at the Exchange location.
- 6.5. The Committee meetings shall be convened by the Committee Chairperson or the person functioning for him/her at own initiative thereof, upon request of a member of the Executive Board, member of the Supervisory Board of the Exchange or as proposed by a member of the Committee.
- 6.6. The Committee Chairperson or the person functioning for him/her shall be entitled to refuse the convocation of the Committee meeting if the issue does not refer to the tasks and functions specified in Section 2 hereof.
- 6.7. The issues for consideration of the Committee may be brought by the members of the Exchange's Executive Board, Supervisory Board members, Chairperson or members of the Committee, and filed to the Committee Secretary. In case of absence of the Committee Chairperson the issue may be proposed by the Deputy Chairperson. Along with the proposals on agenda issues shall be sent all necessary materials, if available (daft document, draft resolution, explanatory note and/or other required materials).

On the basis of the submitted issues the Committee Secretary shall prepare and submit for approval the meeting agenda to the Committee Chairperson.

Notification of the meeting with the agenda approved by the Committee Chairperson shall be sent to Committee members not later than 5 (five) business days prior to the date of the meeting of the Committee.

6.8. The Committee Secretary shall mail out to the Committee members the agenda approved by the Committee Chairperson and the necessary materials (if available) not less than in 3 (three) business days prior to the date of the Committee meeting or the end date for voting ballots return. Agenda and pre-reads shall be sent to Committee members by e-mail or special software, or handed over against signature. In the event that pre-reads do not include a draft resolution on the agenda item, the members of the Committee should be notified that the resolution is to be formulated during the meeting in the form of joint attendance.

If earlier sent pre-reads have been substantially amended, such materials should be sent again along with summary of corrections made thereto.

At the meeting all Committee members should be provided with a complete set of materials on all agenda items taking account of corrections made thereto during preparation for the meeting.

- 6.9. The Committee meetings may be held without joint presence of the Committee members (i.e. in the form of absentee voting). If the meeting is held in the form of absentee voting, materials should include voting ballots on agenda items. Voting by ballots can be carried out both in hard copy and using e-voting software, if sufficient reliability and security as well as identification and/or authentication of the Committee members participating in the voting are provided.
- 6.10. A voting bulletin shall contain the following information:
  - full trade name of the Stock Exchange;
  - closing date of the voting bulletins acceptance;
  - postal address, e-mail the filled-in voting bulletins shall be returned to;
  - wording of resolution for each issue put for vote and the variants of voting thereon expressed by wordings "for", "against" and "abstain";
  - note that the bulletin shall be signed by the Committee member.
- 6.11. If the Committee needs to give a prompt consideration to an issue, timeframes for sending all necessary materials and documents established in Clause 6.8 of the Regulation may be reduced, if so agreed with the Chairperson of the Committee. In that event the members of the Committee shall be notified on prompt decision making on the issue in accordance with procedures set forth in Clause 6.8 herein.
- 6.12. In case of circumstances causing impossibility or difficulty of holding of the Committee meeting on which the Committee members are notified of, the date of the meeting on the planned agenda may be postponed upon decision of the Committee Chairperson.
- 6.13. All members of the Committee shall be notified on the date and (or) the time of the Committee meeting.
- 6.13. The Exchange should notify the Bank of Russia on Committee's meeting in accordance with procedures set by the Bank of Russia not later than two working days before the date of the meeting or the end date for voting ballots return. If the issue needs a prompt attention of the Committee as described in Clause 6.11 herein, the Bank of Russia should be notified not later than the date of the meeting. Notification should be accompanies with the agenda and materials on agenda items (if available).

If earlier sent pre-reads have been substantially amended, such materials should be sent again along with summary of corrections made thereto.

# 7. HOLDING THE MEETINGS OF THE COMMITTEE

- 7.1. The Committee Chairperson shall organize the Committee meetings in accordance with the agenda of the meeting determined thereby.
- 7.2. As agreed by all Committee members attending the meeting, the issues not preliminary included in the meeting agenda may be considered at the Committee meeting held in the form of joint presence.
- 7.3. The members of the Executive Board, Managing Directors and heads of divisions of the Exchange, the persons prepared the materials on the issues under consideration at the meeting, the Exchange's employees and other persons may be invited to attend the Committee's meeting.

- 7.4. Upon completion of consideration of each issue of the Committee meeting agenda the person presiding at the Committee meeting shall announce the voting results and the resolution adopted on the issue.
- 7.5. Quorum for the Committee meeting holding shall amount to not less than a half of the total number of the elected members of the Committee. If there is no quorum for the Committee meeting holding, the Committee Chairperson shall take a decision on holding of one more meeting with the same agenda or inclusion of the issues to be considered at the failed meeting into the next Committee meeting agenda.
- 7.6. At a meeting of the Committee the audio, video records may be kept or other recording of the meeting proceedings or individual agenda issues considered at the meeting, with the use of technical means of the Exchange.
- 7.7. A member of the Committee present at the meeting shall have the right to keep records of meeting proceedings/individual issues with the use of technical means (fixation of meeting proceedings) subject to authorization obtained before the start of the meeting in accordance with the procedures set forth herein.
- 7.8. A member of the Committee having intention to record meeting proceedings should not later than 2 (two) working days before the meeting date address the Chairperson and the Secretary of the Committee via e-mail with the request for the permit to keep records of meeting proceedings indicating the agenda issues he/she intends to record.

The Secretary of the Committee shall forward the request to the authorized person in charge of clearing issues. Such authorized person shall consult Legal and Security Departments on the matter and formulate Exchange's position regarding possibility/impossibility for the committee member to record meeting proceedings.

- 7.9. When a request from the Committee member is received, the Chairperson or the other person presiding at the meeting shall before the start of discussion on agenda issues to clarify the position of the Exchange on the possibility/impossibility to keep records of the meeting proceedings, and if Exchange's decision is positive, to put before all members of the Committee attending the meeting the issue of possibility for the member of Committee to keep records of the meeting procedures.
- 7.10. Use of technical means for records keeping is acceptable only provided that:
  - 1) Materials considered at the Committee meeting contain no confidential information
  - 2) Exchange agreed to keep records during the meeting (such decision shall be communicated to the person chairing the meeting of the Committee by the authorized employee of the Exchange);
  - 3) All Committee members attending the meeting unanimously agreed to records keeping during the meeting.
- 7.11. A member of the Committee authorized to keep records of the meeting shall not:
  - Disclose the information obtained using technical means to the third parties, and make it available to the public (publish on Internet, in mass media etc.);
  - Use the information obtained using technical means for the purposes in conflict with the Exchange interests.
- 7.12. If a member of the Committee uses technical means for record keeping without authorization obtained in accordance with procedures set forth in the present Regulation, the Chairperson may ask this Committee member to leave the meeting.

# 8. PROCEDURE FOR RESOLUTION ADOPTION BY THE COMMITTEE

8.1. At the Committee meeting the resolutions shall be adopted by the majority of votes of the members participating in the meeting.

- 8.2. When taking decisions on the issues at the Committee meeting, each member of the Committee shall have one vote. Transfer of the voting right by the Committee member to a third person, including to another member of the Committee shall not be allowed. In case of equality of votes of the Committee members, the vote of the Chairperson shall be casting, and another person presiding at the meeting does not have the right of casting vote.
- 8.3. When making decisions, members of the Committee present at the meeting, as a rule, express their opinion (vote on agenda items) by open voting by raising their hands or by voting using information and communication technologies in any way that allows them to clearly express their position, or using special e-voting software.
- 8.4. The Committee member absent at the Committee meeting shall be entitled to send a written opinion thereof on the issues of the Committee meeting agenda which shall be taken into account when determining quorum and voting provided that the conditions specified in clause 8.4 hereof are observed.
- 8.5. When determining quorum and the voting results on an issue of agenda the written opinion of the Committee member absent at the meeting shall be accounted if the following conditions are observed:
  - the written opinion is submitted prior to the start of the meeting in the form of the original document or by e-mail followed by sending of the original document;
  - the Committee member has expressly determined his/her position on the issue having specified in the written opinion one of the voting variants on the proposed resolution draft "for", "against" or "abstain";
  - the written opinion shall be signed specifying the surname and initials of the Committee member.

The written opinion containing corrections and remarks on the proposed resolution draft shall not be subject to accounting when determining quorum and the voting results. In case the corrections in the resolution draft have been made at the Committee meeting, the written opinion shall not be as well accounted when determining quorum and the voting results.

When determining quorum and the voting results, the written opinions shall be accounted for each issue of the meeting agenda separately which is recorded in the minutes of the Committee meeting.

- 8.6. Those members of the Committee whose voting ballots were received in hard copy (on postal address of the Exchange) or received by the Exchange via e-mail (followed by submission of the original bulletin to the Committee Secretary) or those who voted using special e-voting software prior to or at the closing date of the voting bulletins acceptance shall be deemed attended the Committee meeting held in the form of absentee voting.
- 8.7. When voting on the issues put to vote, the votes on the issues for which only one of possible answers ("for", "against", "abstain") is left, shall be counted. Inapplicable variants of voting shall be lined through.

The bulletins in which there is left more than one voting variants on each issue specified therein, shall be deemed invalid.

In case there is left more than one voting variants on one or several issues specified in the bulletin, the votes on such issues shall not be counted.

In case when counting the votes, one or more bulletins are revealed filled-in, in which on one issue different voting variants are left, such bulletins shall be recognized as invalid to the extent of voting on such issue.

In case a voting bulletin contains records and corrections on one or several issues put to vote, the votes on such issues shall not be counted.

Recognition of a voting bulletin invalid to the extent of voting on one, several or all issues, the voting on which shall be performed with this bulletin, shall not be the basis for exclusion of votes on the specified bulletin when determining quorum of the Committee meeting held in the form of absentee voting.

The voting bulletin shall be signed by the Committee member.

#### 9. MINUTES OF THE COMMITTEE MEETING

- 9.1. The minutes of the Committee meeting shall be produced by the Committee Secretary not later than in ten (10) business days from the date of holding thereof in two original copies and signed by the person presiding at the Committee meeting.
- 9.2. The audio and video recording of the Committee meeting shall be kept by the Secretary of the Committee for 1 (one) year from the date of the meeting. During the specified period, any member of the Committee may, upon a written request addressed to the Chairperson of the Committee or a person acting as the Chairperson of the Committee, listen to the audio at the Exchange's premises at 13 Bolshoy Kislovsky pereulok, Moscow, Russian Federation.
- 9.3. The minutes of the Committee meeting shall specify:
  - full company name and location of the Exchange;
  - a form of the Committee meeting;
  - agenda of the meeting;
  - instruction that the meeting shall be held using information and communication technologies in accordance with Clause 6.2 of the Regulation;
  - information on the quorum for the Committee meeting and for each item on the agenda;
  - issues put to vote and voting results thereon;
  - resolutions adopted;
  - date of the minutes;
  - other information required.

If the meeting is held in person, the minutes of the Committee shall also indicate:

- date, place and time of the Committee meeting;
- members of the Committee present at the meeting;
- members of the Committee who did not participate in the meeting;
- members of the Committee who submitted written opinions;
- list of invitees;
- speakers on the agenda items.

If a meeting is held in absentia, the minutes of the Committee shall also indicate:

- date of summing up the results of absentee voting (date of the meeting);
- members of the Committee who took part in absentee voting;
- members of the Committee who did not participate in absentee voting.

9.4. The original minutes of the Committee meetings shall be kept by the Committee Secretary and in the archive of the Exchange. The minutes of the Committee meetings shall be continuously numbered in chronological order. The minutes and materials to the Committee meeting shall be generated into a single file and kept in accordance with the procedure established for the documents containing information of restricted distribution.

9.5. A copy of the minutes of the Committee meeting shall be signed by the Committee Secretary and e-mailed to Committee members.

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9.6. If so instructed by the Committee Chairperson or Chairperson of the Executive Board of the Exchange, the Committee Secretary may send copies of the minutes of the Committee meetings or extracts thereof signed by the Committee Secretary to concerned divisions of the Exchange and the Group, as well as to other interested persons by order of the Chairperson of the Executive Board in accordance with the procedure established in the Exchange.

# 10. LIABILITY OF THE COMMITTEE MEMBERS

10.1. The Committee members shall be liable for failure to fulfil or improper fulfilment of the obligations imposed thereupon having caused losses the Exchange in accordance with the laws of the Russian Federation and other internal documents of the Exchange.

# to the Regulation on the Committee for Settlement and Execution of Operations of the Moscow Exchange

to the Chairperson of the Executive Board of the Moscow Exchange

APPLICATION for inclusion in the list of candidates for election to the Committee for Settlement and Execution of Operations of the Moscow Exchange (hereinafter referred to as the Committee)
You are requested to include me,
(Full Name) in the list of candidates for election to the Committee.
Brief Data:
• Date of birth:
Education (specifying the educational institutions):
<ul> <li>Duration of employment (specifying the organizations and positions held for the last three years):</li> </ul>
- -
Membership in the management bodies of other legal entities:
Miscellaneous (at discretion of the applicant):
Contact telephone number, e-mail address:
<ul> <li>I undertake:         <ul> <li>to observe the requirements of the Committee and other internal documents of the Exchange regulating the activity of the same;</li> <li>not to disclose and use in the interests of myself or of the third parties the information having become known to me in view of my office as a member of the Committee.</li> </ul> </li> <li>I acknowledge the right of the Moscow Exchange to authorize or restrict the access to the information in connection with Committee meetings, inclusive of the right to permit or restrict records keeping of meeting proceedings using technical means.</li> </ul>