
OLIVIER CREPIN-LEBLOND: Jean-Jacques, do you want to test your mic again?

UNIDENTIFIED FEMALE: Hello, Jean-Jacques?

JEAN-JACQUES SUBRENAT: Yes. Yes, I'm here. Can you hear me?

OLIVIER CREPIN-LEBLOND: Yes, that's much better. Yeah, that's fine. Thank you.

UNIDENTIFIED FEMALE: Much better. Thanks.

JEAN-JACQUES SUBRENAT: Thank you. [inaudible]

OLIVIER CREPIN-LEBLOND: Okay.

TERRI AGNEW: And, Olivier – go ahead.

OLIVIER CREPIN-LEBLOND: Go ahead, Terri.

Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.

TERRI AGNEW: I [inaudible] it is after scheduled start time. All requested dial-outs are now complete. Would you like to go ahead and begin at this time, or should we give folks another moment or two?

OLIVIER CREPIN-LEBLOND: Thank you very much, Terri. I think that we can start, for the first time at the required time. I note that people who are missing have sent apologies, so let's get going, please.

TERRI AGNEW: Certainly. We'll go ahead and begin at this time.

Good morning, good afternoon, and good evening. Welcome to the EURALO Bylaws Taskforce call, taking place on Wednesday, the 15th of June, 2016, at 18:00 UTC. On the call today, we have Roberto Gaetano, Olivier Crepin-Leblond, Wolf Ludwig, Sebastien Bachollet, Jean-Jacques Subrenat, and Mikhail Medrish. We have listed apologies from Oksana Prykhodko. From staff, we have Silvia Vivanco and myself, Terri Agnew.

I would like to remind all participants to please state your name before speaking for transcription purposes. Thank you very much, and back over to you, Olivier.

OLIVIER CREPIN-LEBLOND: Thank you very much, Terri. Have we missed anybody in our rollcall? It does not appear like it. So today we're going to continue the work that

we have undertaken in the past few weeks. And we can go directly, I think, to the action items which provide us with a summary of what we have done so far and what we have agreed so far. So no action items specifically for this week, but you will be able to see the different line-by-line we're now going through a document which consists of the statutory bodies of the EURALO, first draft that Mikhail Medrish has provided us with. And we have now reached number 10 in that document.

So I would suggest that we can then move directly to agenda item 3, which is to continue the review of the statutory bodies of the EURALO draft, having a discussion on a line-by-line basis.

But prior to starting this, I just wondered whether there were any opening statements or anything that anybody wishes to say before we start back into this document. The floor is open.

I don't see anyone putting their hands up. Okay, so then let's get moving then. Let's start with number 10. And number 10 in the documents, and I could ask that this document please be shared on the screen.

TERRI AGNEW:

Olivier, I apologize about the delay, but my Internet seems to have just completely paused on me. As soon as I can get it working again, I will get that document uploaded.

OLIVIER CREPIN-LEBLOND: Thanks very much, Terri. That's a problem when you live in a developing country like in Western Europe or Northern America. In other places, the Internet gets a lot faster. And you may think I'm laughing, but I have noticed actually that in some areas, the Internet has become so incredible in what used to be seen as a developing part of the world, and now it's just amazing. And I go back home to the south of France or go to Central London and find myself in a similar situation as you do.

So let's then, just for all avoidance of doubt, say that we are speaking about the statutory bodies of the EURALO draft. There is a link in your agenda. It says DOCX or PDF. Choose whichever ones of the two that you prefer. We are now on the second page of this document, with number 10.

Number 10 mentions, "The General Assembly shall determine whether or not items on the draft agenda shall be modified, deleted, or further items added to the agenda as part of its work, including whether or not to consider any items submitted to it."

So that usually is summarized in our agendas as being adoption of the agenda at the beginning of a call or at the beginning of a meeting. And it has become in practice in At-Large, in the At-Large community. And that includes, of course, in running our Regional At-Large Organization calls.

The question I have for everyone is whether this is satisfactory as a Rule of Procedure, as a Bylaw here. So I open the floor. "The General Assembly shall determine whether or not items on the draft agenda shall be modified, deleted, or further items added to the agenda as part

of its work, including whether or not to consider any items submitted to it.”

And the first person in the queue is Jean-Jacques Subrenat. You have the floor, Jean-Jacques.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. Hello, all. A general remark, which applies of course to this [one return], is that I have the impression that we’re going through an extraordinarily explicit text, which I’m surprised does not stipulate [votage]. But that will come. Seeing from you an experience in organizations, of course the danger of having something much too explicit and elaborate is that it brings the level of trust down just a little bit. And then, as everywhere else, you need a population of lawyers.

So if we could do without this, then I’d be just as happy. Thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks for this, Jean-Jacques. So to avoid all doubt, what you’re suggesting is to not have number 10. Is that correct?

JEAN-JACQUES SUBRENAT: Yes. If we could do without it, because as you explained just before, usually, I think that’s quite common practice throughout the ACs and SOs of ICANN. So I don’t know how many other bodies within ICANN have such an explicit one. Thanks.

OLIVIER CREPIN-LEBLOND: Okay, thanks for this, Jean-Jacques. And I don't know either whether this is in the other Rules of Procedures. But let's go to Roberto in the meantime. Roberto Gaetano?

ROBERTO GAETANO: When reading the sentence, I thought like Jean-Jacques did, it was an overkill. I would be simply saying that, as a first action, the agenda has to be adopted. And then obviously, if there are some additions to be made, that can be done. And if everybody agrees to me that as we have always done.

OLIVIER CREPIN-LEBLOND: Okay. Thank you for this, Roberto. I'm, in the meantime, looking at the ALAC Rules of Procedure. And there is actually something about the agenda, and it actually says it even more verbally than we are using here.

It says the following: "All meetings should have an agenda, preferably published ahead of time, identifying the topics to be covered in the meeting, as well as the projected time to be allocated for each item. A meeting may have a consent agenda that will include motions which are deemed to not require further discussion and may be adopted by consensus or vote as a single item. Items within the consent agenda will be deemed to have been moved by the Chair and seconded by Vice Chair, as identified in the consent agenda. Any ALAC member may request that a specific item from the consent agenda be removed and dealt with independently."

So that's the section that deals with the agendas for meetings in the ALAC Rules of Procedure.

Jean-Jacques Subrenat, you have the floor.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. Well, actually, I prefer the ALAC formulation because it is lately – but never mind. Actually, it is quite useful the way it is, because our number 10 gives more a sense of distrust or defense or something, whereas the one from ALAC actually sets out the working method in a more useful way, I think.

The only thing about the ALAC formulation which I think is a bit of overkill is when it says that the Chair normally, I think, proposes the agenda. Is that the... I missed that bit. Could you repeat it, Olivier?

OLIVIER CREPIN-LEBLOND: Thank you, Jean-Jacques. Are you speaking about, "The consent agenda that will include motions which are deemed to not require further discussion and may be adopted by consensus or vote of a single item"?

JEAN-JACQUES SUBRENAT: No. That, actually, I agree upon. I think it was just after that, there was something which [crosstalk].

OLIVIER CREPIN-LEBLOND: After they mentioned, "Items within the consent agenda will be deemed to have been moved by the Chair and seconded by Vice Chair"?

JEAN-JACQUES SUBRENAT: Well, listening to you once more, actually, I have no objection to the ALAC thing. It's true that it's longer than our draft, but at least it says something useful and very specific about how we should proceed. It's less negative than our number 10. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much, Jean-Jacques. And Silvia has put the text of the ALAC Rules of Procedure in the box in the chat, underneath.

Next is Roberto Gaetano.

ROBERTO GAETANO: Yeah, well, I would like to clarify my sentence before in the sense that it seems to me that another thing that number 10, whether we use their formulation, be ALAC formulation, or simply as I [inaudible] more appropriate, just mention that an agenda is prepared before the meeting and then the agenda is adopted. I'm kind of happy, whatever is chosen.

I'm under the impression that this whole story of the consent agenda and so on is ALAC rules that comes from the fact that the Board has adopted this consent agenda. But the Board is in a [inaudible] –

OLIVIER CREPIN-LEBLOND: Roberto, you are breaking up [crosstalk].

ROBERTO GAETANO: – I would say different situation than us. I'm kind of wondering whether [inaudible] okay.

OLIVIER CREPIN-LEBLOND: Roberto, we are having trouble [crosstalk] breaking up sometimes.

ROBERTO GAETANO: I think I said what I needed.

OLIVIER CREPIN-LEBLOND: Hello? Roberto?

ROBERTO GAETANO: Okay, can you hear me now?

OLIVIER CREPIN-LEBLOND: We lost Roberto. Yes, we can. We've missed the last part of your intervention, and I don't think – well, I certainly couldn't make sense of the last part of your intervention, so.

Okay.

ROBERTO GAETANO: It was not important.

OLIVIER CREPIN-LEBLOND: Okay. Thank you, Roberto. Next is Mikhail Medrish.

MIKHAIL MEDRISH: Hi [inaudible]. Are you listening me?

OLIVIER CREPIN-LEBLOND: Yes, we can hear you.

MIKHAIL MEDRISH: Okay, thank you. I would like to say, first of all, this working is going from hour to days bylaw, the second. I suppose this part is about General Assembly. It's not about Board. It's not about Chair. It's not about Vice Chair. It's about General Assembly. And this text is clearly defined that General Assembly has rights to change everything in agenda, what General Assembly shall determine. That's all. So it can be changed. I mean, wording can be changed. But the idea, the pure idea, General Assembly, the body – not the Board, not all others – have a possibility to decide whether or not to add something, to modify something, or to delete something. That's all.

I suppose this wording can be changed, but the idea, as I can imagine, is clear. It's about General Assembly only. Thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks for this, Mikhail. I haven't pronounced myself in any direction on this. Certainly, when you look and when you read this specific item number 10, it does have some connotations, some negative connotations, to them on the case of deleted and amendments, and so on. I was just going to suggest that we could even

simplify this and not make it look as though we're deleting or adding further items, but just say, "The General Assembly shall determine whether or not items on the draft agenda shall be amended," and that's it. Well, we could say, "shall be amended or adopted as is," maybe. That's probably the way. So we basically say we can either amend it or we can adopt it. And that covers the whole thing of saying, "modified, deleted, or further items, including whether or not to consider any items submitted to it."

Are there any thoughts on this? Because [inaudible] think Mikhail is quite correct that if we start dealing with having a consent agenda and talking about motions, which we have not defined what a consent agenda is. We have not defined what motions are. We have not – and I think here, it does say that, in the ALAC Rules of Procedure, the moving of a motion, the moving with a Chair, seconding it with a Vice Chair, all of that adds a lot more red tape. And we are a simple structure, so.

I see that Wolf Ludwig has put his hand up, and then we'll go back to Mikhail Medrish. Wolf, you have the floor.

WOLF LUDWIG:

Thanks, Olivier. Well, my suggestion would be not to make it as to complicate again. Some of the details may be more complex in the ALAC context. But it's a usual way of procedure. We did so many times before the General Assembly with announcement, this invitation, "Resubmit a draft agenda." And at the end, it's as a standing procedure during the opening of the General Assembly that the members must adopt the draft agenda, and then it becomes agenda. It means any member can

stand up [inaudible] many members and can say, “Well, we do not consider this part as so important.” Or, “Due to lack of time, etc., we should concentrate on some priorities, etc.” So it’s in the hand of the members to decide by majority on an approved agenda. Therefore, we shouldn’t make it too complicated. We should just refer what you suggested, Olivier, before. Can be modified and needs to be approved by the members. So let’s keep it, whenever possible, as simple as possible. Thanks.

OLIVIER CREPIN-LEBLOND: Thanks for this, Wolf. And so I line with what you have said, and I’ve also looked at the chat quickly, perhaps we can then have 10.1 and 10.2, two thing under 10, the first one being, “All meetings should have an agenda, preferably published ahead of time, identifying the topics to be covered in the meeting, as well as the projected time allowed for each item.” This looks like quite a good defining stage for this. And then, “The General Assembly shall determine whether or not items on the draft agenda shall be amended or kept as is.” How does that sound?

WOLF LUDWIG: If it just quickly refers to, “Suggested agenda needs to be approved,” whether it’s modified, “The suggested agenda can be modified and needs to be approved.

OLIVIER CREPIN-LEBLOND: Oh, okay, that’s a good point, yeah.

WOLF LUDWIG: Yeah, so it keeps the option of adding something or deleting the something, depending on circumstances and necessity. But the final point is it needs to be approved by the members.

OLIVIER CREPIN-LEBLOND: Okay. So maybe then, “The General Assembly shall determine whether the suggested agenda should be modified or approved.”

I’m not doing well at the moment, sorry. I’m trying to work out an actual writing for this. Does anybody have some proper text for this? Jean-Jacques Subrenat?

JEAN-JACQUES SUBRENAT: Olivier, first, thank you for your suggestion. I think it’s quite neat. I just have a little problem with the word “published,” because in our Internet world it means one thing, whereas I would prefer, “communicated to the membership,” or, “to its members,” or, “to the members,” which is more accurate. Because publication won’t be as obvious. So that was just a small reservation. But all the rest, I think that you have hit the nail on the head. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you for this, Jean-Jacques. So replace “published” by “communicated to members.”

Roberto Gaetano? I see a green tick from Wolf on this. Roberto/

ROBERTO GAETANO: Yes, I'm hoping that you can hear me. I would delete "preferably." I think an agenda must be published ahead of time, and then it can be modified by the GA if they wish so. But we can't assume that we can go to a meeting without an agenda, without people knowing what they will be talking about.

OLIVIER CREPIN-LEBLOND: Thank you for this, Roberto. That's a good point. And I think that this, being picked up from the ALAC, was of course the case that it was going on for all meetings, whilst we are speaking specifically of our General Assembly meeting. So it is quite a fair thing to say that we can delete "preferably." It needs to be communicated ahead of time. And this what the previous thing was saying anyway. I think that all Rules of Procedure usually do ask for the General Assembly agenda to be communicated ahead of time. It has to be. So good point.

So [inaudible] we should have an agenda communicated ahead of time. Communicated to members, I think that's...

WOLF LUDWIG: Communicated to members, yes.

OLIVIER CREPIN-LEBLOND: Yes, communicated to members ahead of time. And if you are looking at your screen, on the bottom right-hand side we have – I think it's still there – everything that's on the slide. So that's the text that we now have. "All meetings should have an agenda, communicated to members ahead of time, identifying the topics to be covered in the meeting, as

well as the predicted time to be allotted for each item. The General Assembly shall determine whether the suggested agenda should be modified or approved as is, without amendments.” There you go, “approved without amendments.” There you go. Maybe we should that, “In any case, the agenda has to be approved before proceeding forward.”

Mikhail Medrish?

MIKHAIL MEDRISH:

I would like you to look at point 6, “Said invitation,” invitation to [inaudible], “shall include at least the following: the draft agenda and the draft year report.” So we already mentioned about the publication of a draft of agenda, so not necessary to say it double. Thank you.

OLIVIER CREPIN-LEBLOND:

Yes, thank you for this, Mikhail. That’s a good point. The only thing I was going to say though is when we do say, “the draft agenda,” “The invitation shall include at least the following: the draft agenda,” the problem is that it might be an empty agenda. I don’t know. I don’t think it hurts to actually have it mentioned twice, just to make sure that it does get communicated ahead of time. Because for all matters and purposes here, what we’re trying to do is to link the fact it is communicated ahead of time with the fact that it needs to be approved, or could be modified or approved, and that it’s the General Assembly that is able to modify it or approve it.

Oh, quite a few people have put their hands up. I didn't see everyone. Maybe first back to Mikhail, because you're the last one to have mentioned this and I was responding to you. So maybe you were responding to me. And then we'll have Jean-Jacques and then Wolf.

Mikhail Medrish?

MIKHAIL MEDRISH:

Thank you. Thank you. I would like to mention the logic. The General Assembly is a process which is to be prepared, and the preparation is a job of the Board and the Chair and Vice Chair. So during this preparation, the draft agenda appears. And during the process of preparation, the draft agenda is communicating to all the members. And then during the General Assembly, the very beginning, the draft agenda must be approved without changes or with some changes, what General Assembly would like to decide. So this is the logic. No matter what kind of words, I suppose it doesn't matter what kind of words. But the logic is such. And this logic is here. So from my point of view, it doesn't matter what kind of words will be, but the logic itself is very clear, I suppose.

OLIVIER CREPIN-LEBLOND:

Thank you, Mikhail. And the question I ask then is, if you look at the bottom right-hand side of your screen, what you mean then is the logic there then, in 10.1 and 10.2?

MIKHAIL MEDRISH: I mean the logic of a document itself, of a Bylaw. The logic of a General Assembly preparation and working, the process itself.

OLIVIER CREPIN-LEBLOND: Okay. Thanks for this. Next is Jean-Jacques Subrenat.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. Building on both your comments, Olivier, and what Mikhail has just said, I am making a proposal to simplify 10.2, and I've put it in the chat. I suggest, "The General Assembly shall approve of the agenda, as presented or modified."

OLIVIER CREPIN-LEBLOND: Thank you for this, Jean-Jacques. I'll put this in square brackets, if that can be.

Let's see, Wolf Ludwig?

WOLF LUDWIG: Thanks, Olivier. Yes, I think Mikhail is right when he points to the process. But, actually, the last agenda in the past was always, let's say, a draft by the leadership. In the given case now, we have a EURALO call tomorrow where we can discuss the draft agenda already as the step in between to find broader approval. But even at the monthly call tomorrow evening, when we submit it to the people attending the call, we can already start modifying the agenda. But at such a call tomorrow, it cannot be approved. It can just be discussed. Therefore, I think even if

we have under six, as a reference, as process, that visit invitation, visit announcements, and needs to be a draft agenda submitted beforehand. But there should be later.

And now I'm coming back and support Jean-Jacques's short formulation. "The General Assembly shall approve agenda as presented or modified." This is an important formal exercise. Let any draft agenda discussed two, five, or ten times before needs a final approval of the General Assembly, as presented or modified. So we need to refer, under 10.2 again, to this formal act of approval. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you for this, Wolf. Next is Mikhail Medrish.

And, Mikhail, you are currently muted. Ah, here we go.

MIKHAIL MEDRISH: What now? Is it okay?

OLIVIER CREPIN-LEBLOND: Now we can hear you. Go ahead.

WOLF LUDWIG: Now is interrupted again. We can't hear you, Mikhail.

MIKHAIL MEDRISH: Excuse me.

OLIVIER CREPIN-LEBLOND: Ah, you're back.

MIKHAIL MEDRISH: Excuse me. It's okay. I would like you to look at the Part B of my paper, "The Board," and the point 3, "The Board is accountable to the General Assembly for all its actions and decisions," etc., for, "preparation of and convening of the General Assembly, as well as compilation of the draft agenda, where the General Assembly decides to delegate either or both to the Board," etc., etc., etc.

So the process is described, how to prepare the draft of agenda. So I would like you to look through the document, through the logic of the document. Now we are looking at one point and decided to change something. But this is only part of logic. The whole logic in in the document, not only in one place. I would like you to look at the places, at all places.

So the preparation of a draft of agenda is described. I suppose not necessary to mention it here, because it is simple. But General Assembly must adopt, whether with changes or not, no matter it is possible to change. But the draft of agenda, as ready. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Mikhail. I'm reading the section you allude to in the part B, 3.i, "Preparation of and convening of the General Assembly, as well as compilation of the draft agenda, where the General Assembly decides

to delegate either or both to the Board.” But that’s for who prepares the draft agenda.

The line we’re looking at is not saying who is preparing the agenda. It just says, “All meetings should have an agenda, and it should be communicated, and there should be” [crosstalk] –

MIKHAIL MEDRISH: It’s about the Board.

OLIVIER CREPIN-LEBLOND: I’m sorry?

MIKHAIL MEDRISH: It’s abilities of the Board. So this is abilities of the Board. So the Board is able to prepare. The Chair of the Board, to the head of the Board, Chair of EURALO is the head of the Board. So who’s responsible? Chair and the Board itself. It’s clear, absolutely. Who as prepared? The Chair and the Board.

OLIVIER CREPIN-LEBLOND: But statement 10 does not say who... The logic here, you’ve just spoken about the logic. And number 10, it doesn’t show. It doesn’t say who prepares the agenda. It says that all meetings should have an agenda, which I think we all agree with, and it should be communicated ahead of time, which is also good. And, in fact, it does go a step further and says that we need to have a projected time to be allowed for each item. And

then it says – and really, the importance of number 10 is to say that, “The General Assembly shall approve the agenda, as presented or modified.” That’s the basic thing.

Who prepares the draft agenda is very correctly given later on, but not specifically there.

MIKHAIL MEDRISH: [inaudible] you to the point 3.i, [inaudible] Board.

WOLF LUDWIG: May I come in here, Olivier?

OLIVIER CREPIN-LEBLOND: Yes, go ahead, Wolf.

WOLF LUDWIG: Thanks, Olivier. I really, due to all previous experience and due to all considerations of practicality, I think it would be a fallback if we would, under 3.i, confuse duties here again. I agree that the Board is accountable to the General Assembly, etc., for all its actions and decisions, without limitations. But I would not impose the duty, preparation, and convening of the General Assembly, as well as compilation of a draft agenda. We tried this over years, and it never, never, ever, ever worked out.

So support in the past, and even if we have a more active Board now, will not assume such duties in time respecting the timelines, etc.

Therefore, I think preparation and convening of the General Assembly is a task of the Chair and the Vice Chair, perhaps in accordance or in consultation with the Board. But it should not be delegated here to the Board. Therefore, I think this point 3i does not make sense, and I would delete it here to avoid any further confusion on this. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you, Wolf. Next is Jean-Jacques Subrenat.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. This is typically a case in point where over stipulation burdens the whole thing. And I don't think that it really adds value. I think we must reason in this case, as in all human activity, in terms of added value. There is ICANN. It's been running for a number of years, and it has a number of bodies. Throughout all the ICANN bodies, the agenda is sent by the Chair of the Board, in consultation with his colleagues. If there's a problem, you can be pretty sure that the Chair will hear about it.

So I mean, our task is not to reinvent the wheel. I understand that we want to be as accurate as possible to avoid conflict. But there is a tipping point beyond which we go into territory that is, frankly, unnecessary, because it's overkill, to use the term used by Roberto. Thanks.

OLIVIER CREPIN-LEBLOND: Okay, thank you for this, Jean-Jacques. Are there any thoughts on this? Having heard the different points being made, I would be inclined to

first accept the definition which Jean-Jacques Subrenat has put forward, which is, “The General Assembly shall approve the agenda, as presented or modified.” And I would be inclined to still stipulate here, because one needs to be absolutely sure, that...

I’m having second thoughts now, looking at what was already there. So just to summarize, number 10 is what is currently in our document. What number 10 says is that, “The General Assembly will approve the agenda, as presented or modified.” It doesn’t say anything else but this.

Since I’ve heard some pushback from Mikhail to go further and to add to this that all meetings should have an agenda communicated in advance, and because it seems that it already is mentioned elsewhere in the document, and since we want to have lean Bylaws, I would then put forward that we would just keep the expression that Jean-Jacques Subrenat has brought forward, which is, “The General Assembly shall approve the agenda, as presented or modified.”

How does that sound? I see a green tick from Wolf. So that means exactly the same thing as number 10, but certainly does not have the negative. Are you okay with this, Mikhail? I see a green tick from Roberta and Wolf. And of course, Jean-Jacques has suggest this text.

MIKHAIL MEDRISH: I agree.

OLIVIER CREPIN-LEBLOND: Okay, thank you, Mikhail. So that’s good. I think we’ve gone through it in perhaps what might sound like intense discussion just for this part.

But I think it really has helped much into our overall understanding, and we're all of the same frame of mind.

So let's go to number 11, the nature of voting. And this one actually says the following: "The nature of voting required for any decision to be taken will be determined by the Chairperson of the General Assembly. The vote must take place via ballot if one-third of the present members request therefor." And I'm not sure, that could be the wrong word for this. "To the maximum extent possible, the General Assembly shall decide matters before it by consensus."

So let's open the floor on this one. And we start with Wolf Ludwig.

WOLF LUDWIG:

Thanks, Olivier. Due to all my longstanding experience in very, very different associations, also in different countries, regarding usual procedures. "The vote must take place via ballot if one-third of the present members request therefor," it's a very unusual case because usually, it's the other way around. The Chair or Vice Chair may suggest an open vote if there is seemingly content on the point. And then the vote can be proceeded in an open manner. In case one member present requests a secret ballot, usually on one single request, there needs to be a secret ballot. So I think the threshold to require here one-third is too high. I think usually rules refer to if anybody in the room desires a secret ballot on it, then it should be followed.

You can complicate it here now when saying, okay, then it's a motion of procedure if one person requires. And then you can have voting on the suggestion to have it open or to have it secret, etc. But I think the

easiest way is if a person, for whatever reason, feels uncomfortable with an open voting, I think it should be respected and then a secret ballot should be conducted. Thanks.

OLIVIER CREPIN-LEBLOND: Okay. Thank you very much for this, Wolf. I would suggest the following then. Start number 11 by the first sentence, which is, “The nature of voting required for any decision to be taken will be determined by the Chairperson of the General Assembly.” The second sentence would be, “To the maximum extent possible the General Assembly shall decide matters before it by consensus.”

Okay, in fact, let me do it differently. Sorry. Scratch that. Start again.

First sentence there would be, “To the maximum extent possible the General Assembly shall decide matters before it by consensus.” And the second sentence would be, “If no consensus can be found, then voting can be taken” [crosstalk] –

WOLF LUDWIG: Any member may request a secret ballot.

OLIVIER CREPIN-LEBLOND: A secret ballot. Here we go. Simple as that.

WOLF LUDWIG: As Jean-Jacques suggested in the chat. I think it's a very easy and simple... If not concerns, blah, blah, blah, any member may request a secret ballot.

OLIVIER CREPIN-LEBLOND: Okay, I see it now. I don't know. My screen was not showing this. Now it does. Excellent.

So let's start again then. The first sentence would be, "To the maximum extent possible the General Assembly shall decide matters before it by consensus." And then the next sentence would be, "In case consensus is not reached, any member may request a secret ballot."

WOLF LUDWIG: Right.

OLIVIER CREPIN-LEBLOND: So if that doesn't give the share of the General Assembly full choice over which way to go, and it seems to be quite a democratic thing to have.

Mikhail Medrish? Mikhail, you have the floor.

MIKHAIL MEDRISH: Thank you. About secret ballots, I agree because it's necessary. All members got a possibility to announce that they would like a secret ballot, okay. But we were voting not secret. It's necessary only to mention that this [no] consensus. The vote must take place. But if some

member would like to have secret voting, the member must announce [then], must have a possibility to announce this. So –

OLIVIER CREPIN-LEBLOND: Thank you –

MIKHAIL MEDRISH: We are to [mention] of voting.

OLIVIER CREPIN-LEBLOND: That’s correct, yes. You’re entirely correct, now that I’m rereading this. So in the first sentence, which is “To the maximum extent possible the General Assembly shall decide matters before it by consensus, if consensus is not reached, a vote will take place.” Full stop. “Any member may request a secret ballot.”

WOLF LUDWIG: Right.

OLIVIER CREPIN-LEBLOND: So it basically, as you said, first step is a vote will take place. And we could even say, “An open vote will take place.” And then they may request secret ballots.

And, Silvia, how are we doing for this? I can see some green ticks all around.

SILVIA VIVANCO: Okay, if I may read it again, “To the maximum extent possible the General Assembly shall decide matters before it by consensus. If consensus cannot be reached, any member may request a secret ballot.”

And the second part are, “The nature of voting,” that whole part is deleted, correct?

OLIVIER CREPIN-LEBLOND: Yes, but you have forgotten the... Okay, so we need a two-tiered stage. It goes in two stages. So just before you’ve got, “If consensus cannot be reached, a vote needs to take place.” Full stop.

SILVIA VIVANCO: Okay.

OLIVIER CREPIN-LEBLOND: And the new sentence is, “Any member may request a secret ballot.”

SILVIA VIVANCO: Okay, great. Thank you very much.

OLIVIER CREPIN-LEBLOND: I can see green ticks there. Mikhail, you’re okay with this?

MIKHAIL MEDRISH: Yes, sure. Thank you.

OLIVIER CREPIN-LEBLOND: Okay. Thank you. That's good. Let's move on then, number 12. And the rest is deleted, yes. The rest of the text is deleted.

Number 12, "The General Assembly shall have a quorum if at least one-third of the ALS members are taking part in the meeting." And this is where we are starting our discussions on the issue of quorum. There was an extensive discussion that took place on the e-mail list a few weeks ago, with the original concern that if we didn't reach quorum, we would end up with having to cancel the meeting and reschedule the meeting, etc., etc.

And there was some discussion in various ways. And I'm reading Jean-Jacques's notes here about being careful about the word "open." Let's put it there, and I'm sure we will catch this word when we'll do our final readings again of the Bylaws. Obviously, we're doing our first draft at the moment, and then we'll touch this up afterwards.

But back to the call, there was discussion as to whether we could start a meeting without having a quorum, but whether quorum would only affect the decisions that take place and votes, or any decisions. There was also a question. A number of people have admitted the interested of having a quorum at perhaps one-third for normal matters, and two thirds of the General Assembly for important matters, such as Bylaw decisions and things like this. So having two types of quorums.

There's also – and I think I've seen this – a real link between the quorum and between the use of proxies as well. And the discussion in the use of proxies [inaudible] perhaps two proxies per person, plus the person's vote, which gives on person attending three votes maximum would be a

just level and something that would distribute the power enough, not give too many votes to the same person.

There was also some discussion as to whether having a face-to-face General Assembly that was not funded and therefore with very few people present face-to-face. One would include the people that are there remotely, participating remotely in there as being part of the quorum. And it looks as though this is the case too.

We have Wolf Ludwig putting his hand up first, and then we'll have Mikhail afterwards. Wolf, you have the floor.

WOLF LUDWIG:

Thanks, Olivier. It's Wolf Ludwig, for the record. The more I'm thinking about it, I'm feeling sort of uncomfortable with this easygoing approach. And I think we should, or we need, to differentiate between face-to-face meetings which are, in brackets, "funded," where we should always try to include the maximum of our members being physically present.

The way [inaudible] stands here is a fallback option or worst-case option. What may apply to non-funded meetings, like next one we will have in Helsinki, where only few members can be physically present. This does not encourage. If we are satisfied with at least one-third of the ALS members, this does not encourage to organize proxy votes. This does not encourage to push remote participation. And according to [strict] bylaw standards, this would not be sufficient. Therefore, I think we have to be a bit more clearer here. I could live with [fraction] option for a non-face-to-face meeting. But one-third of members participating

and declaring a quorum is reached, for me, is not enough. It's too low.
Thanks.

OLIVIER CREPIN-LEBLOND: Okay. Thanks for this, Wolf. Next is Mikhail Medrish.

MIKHAIL MEDRISH: Thank you. I would like to mention two points. First of all, we are discussing the point 12. But the point pair in the next one, the text, these two points, both points are about the quorum and what to do if not. So I would like to discuss in a pair. It will be reasonable, I suppose.

The next point, what does it mean, General Assembly? No matter what kind of meeting, face-to-face or virtual, the General Assembly, at the end of the day, is to set decisions, decisions which we are voted or taken by consensus. So the General Assembly is a set of decisions. That's why, what does it mean, quorum? It's virtual. It does not say to mention in the Rules of Procedure what does it mean. But here, it is possible also to say that the quorum is how many members voted, taking place in the voting process. So and no matter is it face-to-face or virtual meeting, first of all. No, the second.

And the third one, excuse me, and the third point, if no quorum, no General Assembly. So it's not an additional General Assembly as it's written here. I took a copy. I copied today's Bylaw, our Bylaw. So I prefer to take off the word "additional," so it's new attempt of a General Assembly. It's not a quorum. This is my ideas. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Mikhail. Your point that you made regarding number 13, regarding having to convene another General Assembly not less than two weeks, was discussed by e-mail. And the response that Wolf Ludwig has had was that it was practically impossible if one did not get quorum. And a face-to-face General Assembly to get – and especially, for example, now, we would meet and have a General Assembly in June, at the end of June, two or three weeks later, in the middle of July, it would be completely impossible to obtain any kind of quorum at all. That was what [crosstalk] –

MIKHAIL MEDRISH: Excuse me, Olivier.

OLIVIER CREPIN-LEBLOND: Yeah, go ahead.

MIKHAIL MEDRISH: Olivier, excuse me, please. I would like to add, it's wrong understanding. I am not insist on the wording. I dislike this wording. I only copied this, and that's all. So my own understanding, only it is necessary to discuss these two points in pair. And I agree that two weeks is not good time. It's okay. It's okay. It's not good. I agree. I am not about this wording. I'm against this wording. But I am about discussion.

OLIVIER CREPIN-LEBLOND: Okay, thanks, Mikhail. I wasn't implying that you were for this wording. I was just repeating what we had said for everyone, because I know that

the e-mail was a few weeks ago. And some on the call might have not remembered. So I was just repeating what had been discussed.

But I note that Wolf Ludwig has put his hand up. So, Wolf, maybe you have some suggestions? And Jean-Jacques Subrenat has put a suggested formulation in the chat. So I invite you all to read his formulation in the chat.

Wolf Ludwig?

WOLF LUDWIG:

Yes. I think we have discussed this via the mailing list two weeks ago in length. I think this point 13 is simply out of any reality. It's just in my opinion, and it was from the beginning. I remember even in 2006, I was against this formulation and against this inclusion because it's simply in no way practical. It's a stipulation you can make if you are a local association where most of the members live in Rome, Vienna, or in Moscow, when you can mobilize within a short term your members for a next additional General Assembly.

But in our context, this is simply crazy, and it makes no sense at all. Therefore, my suggestion would simply be let's drop this stupid suggestion and replace it by something, "If the General Assembly is not quorate, then we have to organize some kind of an online voting on the decisions that have been preliminary taken by a non-quorum General Assembly." That's the way we proceeded over the last couple of years, when we had non-face-to-face meetings 2007 [in RALOs] and non-face-to-face meeting in 2011 in Belgrade, and the year after in Stockholm, where we always were in the situation that around maximum one-third

of the members there physically present at the General Assembly, with not much proxy vote, with not much remote participation. So any decision which was taken in the non-face-to-face meeting was a provisional decision. And it had to be submitted to the members immediately after the General Assembly for asking approval.

And then by this online procedure, what you can easily, or easier, do after such a non-quorum meeting, you need to organize a majority for any decision which was taken. Therefore, I would suggest let's drop this, whether it says "additional" and it requires two weeks and not more than four weeks, etc., which always falls in the summer season. This will never, never, ever work in our context. Let's drop it, and let's proceed with something more realistic, which was more or less what worked in several cases where we had non-face-to-face meetings, replaced by approval procedure which has to be taken online.

OLIVIER CREPIN-LEBLOND: Thank you, Wolf. I put in the chat, I think, verbatim what you had said. If the GA is not quorate, then an online vote needs to be organized on the decisions which have been preliminary voted by a non-quorate General Assembly. Please have a look at that.

In the meantime, I see Roberto Gaetano has put his hand up.

ROBERTO GAETANO: Yes, I think, as I said in the chat, I think that we have two different concepts of quorum. One is for the Assembly to be valid, for the meeting to be valid, and the other one is for the decision, the voting

that happens at the meeting, to be valid. And I think this is in line with what Wolf has stated. But I believe that you can make this distinction even more formal and say that in the event that we call a General Assembly, meeting of the General Assembly, including the annual general meeting, is valid, no matter how the quorum is.

However, if we don't reach at the meeting, I would say, the majority of the members, and that means 50% plus one, then no vote can be conclusive. But it has to be extended, the way that Wolf has suggested, by an online voting. I hate to have situations in which the assembly itself is not considered valid. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much for this, Roberto. So you are saying that any General Assembly would be deemed as quorate for meeting, but when it comes down to voting, then there needs to be a threshold.

Wolf Ludwig?

WOLF LUDWIG: I think, Olivier, you have pointed to an almost perfect way out of this dilemma. We could either follow an approach under 13 that we now stop this complicated differentiations between a face-to-face funded or a virtual General Assembly. What would make any suggestion again complicate.

I think really, reading your suggestion, I think it's an almost perfect, and simple, way out by saying, as you suggested, if GA is not quorate, then an online vote needs to be organized on the decisions which have been

preliminary voted by a non-quorate General Assembly. This makes it clear that we do not need an additional meeting. It makes clear that if a GA is not quorate, we need additional approval by the whole membership via an online vote that needs to be organized. And the vote on a non-quorate was only preliminary.

It concludes all the circumstances, and I think it would be a perfect and simple formulation under 13, to replace the current text by the simple formulation. Thanks.

OLIVIER CREPIN-LEBLOND: Okay, thank you for this, Wolf. So that could be text for 13.

Regarding text for 12, Jean-Jacques Subrenat has put something in the chat, and he will speak to us about that. Jean-Jacques, you have the floor.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. Yes, about 12, it's just a question of language, not of logic. I don't think you can say in English, "The General Assembly shall have a quorum." It's not something it can decide. Having a quorum is a consequence, not a wish. So I propose something like, "The General Assembly shall need a quorum of," and then whatever proportion –

WOLF LUDWIG: 50 plus one.

JEAN-JACQUES SUBRENAT: Okay, “50 plus one for this or that type of decision,” etc. So that was just about language.

Now, about 13, I think that the text which is in the square brackets in the chat is very good, with just one little tweak, which I’ll read. It’s, “If the General Assembly is not quorate,” comma. Please delete the word “then” and put a comma instead. “An online vote shall be organized on the decisions which were reached on a preliminary basis by a non-quorate General Assembly.” I can write it down for you, if you want.

OLIVIER CREPIN-LEBLOND: Thanks for that, Jean-Jacques. Please write it down. I caught it, but for all of our [inaudible] please type it in the chat. And then Silvia will be able to cut and paste.

Mikhail Medrish?

MIKHAIL MEDRISH: I would like to stress one point, as for me. No quorum, no General Assembly. So preliminary General Assembly or something like this is not correct because, you see, quorum reached, General Assembly exists. No quorum, no General Assembly. As for me, this is a logic. Preliminary decision is something out of logic, from my point of view. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks, Mikhail. Jean-Jacques is proposing text on this, so here we go. “If the GA is not quorate, an online vote shall be organized regarding the decisions taken on a preliminary basis by a non-quorate General

Assembly.” And you are basically saying that you don’t agree with the decisions taken on a preliminary basis?

Mikhail Medrish?

MIKHAIL MEDRISH: Non-quorate General Assembly, as for me, has no sense. This wording has no sense, because non-quorate is no General Assembly.

OLIVIER CREPIN-LEBLOND: It’s an interesting... Yes, I see the point that you’re making, and we have to think about that one. Because I heard earlier from Roberto that he said he doesn’t want to be in a position where a General Assembly is deemed invalid because it’s non-quorate.

Roberto?

ROBERTO GAETANO: Yes. No, I’m just thinking. Just make a case, a specific case. We have a General Assembly now in Helsinki. We have all these preparations. Staff is going there and so on. And then we have a certain number of people go there, whoever, paid their trips, have done the investment and so on. But they happen to be less than one-third, or whatever we consider quorate. I think it’s insulting to those people that the other people who don’t even care about connecting remotely and use a couple of hours just to show up and make the quorum, that they void the General Assembly. I think that the shame is incredible if this happens. And I would like it not to happen.

I'm seriously annoyed by the fact that people who have not engaged enough can void what people who are engaged and are doing can do. It is just something that I cannot accept.

OLIVIER CREPIN-LEBLOND: Okay. Thank you for this. I see Wolf and then Mikhail. Wolf Ludwig?

WOLF LUDWIG: Thanks, Olivier. I can entirely, entirely, entirely, really support what Roberto just said. I don't want to sound pathetic now. I think over the last couple of years, I was a key driver of organizing all General Assemblies EURALO so far ever had. And I can tell you, whether it's a face-to-face or a virtual General Assembly, it's always combined with a lot of preparatory works, together with At-Large, etc., spending hours over hours drafting agenda, writing the annual report, and organizing anything else much as possible.

And if then some no-show-up people – what Roberto said, people who don't care so much – if they are not funded, blah, blah, blah, you suddenly would stand in the rain. If you would say. According to Mikhail's logic, a General Assembly that has not reached any valid quorum is considered as invalid, it would be simply a slapping to the face of At-Large staff, of the driving members who tried to make it possible. And it would give an incredible power to the ignorant part of the membership who simply don't care for anything which is not funded. So it would be, in my opinion, sort of reverse logic, punishing the active people and over-valuing the non-active ones.

Therefore, I would say the best way out of such a dilemma is what Olivier suggested in his formulation. If the GA is not quorate for any reason, an online vote has to be taken, more or less, to approve the preliminary taken decision. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you for this, Wolf. Next is Mikhail Medrish.

MIKHAIL MEDRISH: Wolf, I agree with your emotion, absolutely, because you understand that it's awful situation. Yes, I agree, absolutely agree. But I suppose that due to this emotion, not necessary to announce General Assembly without quorum as a General Assembly. Let we try to think about the quorum itself. Maybe not one-third, maybe one-quarter, and the General Assembly will be valid with less participants. And it will be General Assembly. And the solution will be voted or taken by consensus, no problem. It will be real General Assembly.

But not to say about General Assembly without quorum. It's absolutely nonsense, from my point of view. I spent a lot of time in many boards and some bodies. I didn't remember such situation. No quorum, but the body is taking place. I mean that meeting or General Assembly. So maybe we will reduce from one-third to one-quarter the quorum, and will be ready to work with such quorum. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Mikhail. I'm concerned of the time at the moment, but I note in the chat, there was some discussion already in the chat –

WOLF LUDWIG: May – may –

OLIVIER CREPIN-LEBLOND: Sure, in a second, Wolf. In a second. But I was going to say, there was some mention in the chat that we could have two quorums: the quorum for the level for the votes to be valid and a level for the attendance of the General Assembly.

Wolf Ludwig?

WOLF LUDWIG: Thanks, Olivier. Mikhail, I have a full understanding for your point, and also sympathy. But I'm asking myself whether we are conveying wrong messages or wrong incentives. If we make it as easy as possible to lower threshold under 12, shall have a quorum of at least one-third or, if we lowered it more, of at least one-fourth, then we have a quorum. It makes practically our life somehow easier to lower the threshold for a quorum, but it's a silent invitation for inactive members not to care about.

On the contrary, I would like to put up the threshold here via the Bylaws by saying we must do and try anything to have as many members, by proxy votes, by online and remote participation, etc., possible to reach at least 50 plus. And if we do not reach it, then have [the way] out, not by saying, "Okay, we didn't have enough quorum. Therefore, we consider the General Assembly as invalid." Then I would like to have under 13 the drawback option to go back to, "If a vote during a GA is

not quorate, an online vote shall be organized regarding the decision,” etc., what was suggested by Jean-Jacques.

Therefore, the two considerations are included. We would like to push and encourage as many members possible, even if they are not funded, to somehow care by giving a proxy vote to another member who will be physically present, or by participating remotely at a General Assembly, to reach the 50 plus. So this is an encouragement on the one side.

If we will not succeed in this endeavor and effort, then we have, under the 13, the drawback option. Okay, we have to realize we didn't reach a result of 50 plus one. Then we can go back and say from the beginning, at the opening of the General Assembly, “Unfortunately, we have to notify that we didn't reach the 50 plus. Therefore, any decisions taken here by this General Assembly will be taken on a preliminary basis and need to be submitted to the whole membership again during a subsequent online voting.”

I think it seems a path, the most practical way to deal with such a dilemma. And to proceed in a way which is practicable in the real sense. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you, Wolf. I'm closing the queue after Jean-Jacques because we are actually over time already, quite seriously over time. But, Jean-Jacques Subrenat, you have the last words for today's call. It looks to me like we might need to follow up on the next call.

Jean-Jacques?

JEAN-JACQUES SUBRENAT: Thank you, Olivier. I'd just like to point out that, under 12, I would like to propose a slight modification. I've already done that in the chat, but it was not taken into the action items. So 12 would read, "If a vote during a General Assembly is not quorate, an online vote shall be organized regarding the decisions taken on a preliminary basis during that General Assembly." So in this way, we avoid the problem which was interestingly pointed out a few minutes ago about, can there be a non-quorate General Assembly?

So what I am suggesting is that we concentrate on the validity of the vote. So I repeat, my updated suggestion is follows, "If a vote during a General Assembly is not quorate, an online vote shall be organized regarding the decisions taken on a preliminary basis during that General Assembly." Thanks.

OLIVIER CREPIN-LEBLOND: Thank you for this, Jean-Jacques. I note that Wolf Ludwig mentioned it's an excellent idea. And I see we've made a copy of it in the action items. We'll put that in square brackets, replacing the previous text that you had supplied. And, Silvia, you've got control of this, so I'll let you deal with this.

It looks to me as though we still need to discuss further the... Well, we haven't got consensus on whether we can have a General Assembly that's not quorate or a General Assembly that needs to be quorate by bringing down the quorum level. And this is a very good starting point for our call next week.

In the meantime, please follow up on the mailing list. I think we made some good progress today. And, you know, we've been speaking about volunteer engagement and being so concerned regarding this quorum. Well, for one thing that I can say to close up this call is that you're a bunch of people that all of you are pretty determined to get something done and to spend time on things, and I really appreciate this. I think it's really great that we're able to work together on these Bylaws and to make them – let's face it. It's not the most exciting thing in the world, but if we get this right, this is a good first step to getting EURALO members on track. Because we will be able to also tell them, "Well, look, this is the work we're doing. What are you doing?"

So, yeah, it's great to see that. So I thank you for this. Let's have a call next week. If you're all okay with it, I know that some people are traveling to Helsinki. So if we can have a call, the latest date would be Wednesday, I think, because everybody is traveling. So perhaps Tuesday might be the best time. Is there any date that anybody wishes to avoid specifically?

JEAN-JACQUES SUBRENAT: Monday.

UNIDENTIFIED MALE: Yeah.

OLIVIER CREPIN-LEBLOND: Okay, so we'll avoid Monday, Jean-Jacques. So we'll do Tuesday or Wednesday. Do a quick Doodle, find out. And I see that Roberto asks

whether we can have a face-to-face in Helsinki. Will all of us be present in Helsinki, by the way? Could you all please indicate whether you'll be there, using a green tick?

TERRI AGNEW:

Olivier, I do believe Silvia is traveling on Wednesday. So I'll send a Doodle out for next week just for Tuesday then, if that works for everyone.

OLIVIER CREPIN-LEBLOND:

That works for me. That certainly is fine for others. And I see green ticks from Wolf, Jean-Jacques, Mikhail. I believe Roberto will be there as well, and I know that Sebastien will be there as well. So maybe we might start thinking about having some kind of a face-to-face meeting at some point. We don't need interpretation or anything, since we're just working with each other, but we can certainly spend maybe an hour together to move further forward on these Bylaws.

And as Roberto says, who knows? We might have a quorum in Helsinki. With this, thanks everyone. Have a very good evening. And this call is now adjourned [inaudible]. Thank you.

TERRI AGNEW:

Thank you. Have a good rest of your day.

[END OF TRANSCRIPTION]