

MINUTES OF THE 19th IFCAI GENERAL ASSEMBLY
held in Caracas, Venezuela
13 March 2013, 4.30 pm

PRESENT

Diana Droulers (President) (Caracas Chamber of Commerce – Venezuela)
Stefano Azzali (Milan Chamber of Arbitration – Italy)
Mohamed Abdel Raouf (CRCICA – Egypt)
William K Slate II (AAA – USA)
Adrian Winstanley (LCIA – England)
Jens Bredow (DIS – Germany)
Chiann Bao (HKIAC – Hong Kong)
Mairée Uran (ICSID – USA)
Anthony Abrahams (Chartered Institute of Arbitrators – England)
Daisoo Kweon (KCAB – Korea)
Keon Hyong Ahn (KCAB – Korea)

1. WELCOME AND INTRODUCTION

The President thanks all those present for attending the 19th General Assembly.

2. ADOPTION OF THE AGENDA

The Agenda for the General Assembly, which had been circulated earlier and is now tabled, is adopted by unanimous agreement.

3. MINUTES OF THE 18th GENERAL ASSEMBLY

The minutes of the 18th General Assembly, held in Singapore on 11 June 2012 and circulated on 1st February 2013, are considered by the attendees to be an accurate record and are approved by the Assembly and signed by the President.

4. FINANCES AND MEMBERSHIP

At the President's invitation, the Secretary Treasurer updates the Assembly on IFCAI's finances and membership.

4.1 The Secretary Treasurer reports that, as at 1st March 2013, IFCAI's bank account stood at US\$ 75,084.

4.2 As at the date of the present meeting, there are 58 fully paid-up members.

4.3 According to the Constitution, the Arab Chamber of Conciliation and Arbitration (Egypt) has been struck off for non-payment of 2011 and 2012 subscriptions.

4.4 The application for membership received from the Bahrain Chamber for Dispute Resolution (BCDR-AAA) is in course of execution.

4.5 The President underlines how the amount of the annual subscription fee has been fixed around 10 years ago and never raised. An increase now is necessary, mostly because it is strongly encouraged a growth of the Federation activity. The reasons why members institutions do subscribe to the Federation is because of the advantages that IFCAI activity may lead to institutional arbitration and, indirectly, to their services.

The mission of the Federation is to promote the use of commercial and investment arbitration, as well as to establish and maintain cooperation among its members. In order to reach such goals, IFCAI needs to move forward its activity organizing events, launching surveys, etc. Therefore, the Federation needs to rely on a stronger economic base and, consequently, needs to ask for its members' support.

For these reasons, and according to the Constitution, the Council has decided to raise IFCAI subscription to 400 US\$ starting from the 2013 annual fee.

4.6 For the same reasons, and for necessity to start new projects (such as drafting a list of useful service providers for internal use) and to conclude pending projects (such as the IFCAI website), the Council, further to the decision taken in Singapore on 11 June 2013, has decided to devote on a yearly basis a sum of money to cover the costs (or part of the costs) of the secretarial activity related to the office of the Secretary Treasurer.

The Council will draft a job description (in bullet points) in order to clarify which secretarial activities should be covered by such individual.

The secretarial assistance should be associated to the Secretary Treasurer's office. Starting from 2013, the sum granted to the Secretary's office will be of 12.000 US\$ (a sum that can be adjusted, increased or decreased, depending on the activity performed by such office).

5. PROPOSALS BY THE NOMINATING COMMITTEE FOR THE AMENDMENT OF THE CONSTITUTION

5.1 The President informs the General Assembly that the Council has appointed a Nominating Committee composed by Adrian Winstanley, Jens Bredow and Bill Slate to deal with sensitive issues regarding IFCAI Constitution and the appointment of new Council Officers.

5.2 Adrian Winstanley, as Chair of the Nominating Committee, summarizes the most important issues they have been dealing as regard to the possibility to amend the Constitution:

5.2.1 **Terms of office issue**

The Committee considers the provision of Article 2(b) of IFCAI Constitution, that Officers of the Council may be elected “to the same office” for a total of 8 years (which has the potential to entrench in office the same individual for a total of 32 years - 8 in each of the separate Offices -), to run counter to the renewal and regeneration of IFCAI.

Mindful of the desirability of the election of Presidents with significant prior IFCAI experience and of the need for continuity, the Committee proposes an amendment to Article 2(b) to the following effect:

“All Officers of the Council shall be elected for a 4-year term and shall be eligible for election for one further 4-year term only, whether to the same office or to some other office, with the sole exception of promotion to the Presidency, where an Officer who has already served either 4 or 8 years may be elected to the Presidency to serve for a maximum of two further 4-year terms.”

Upon request of a member, it is clarified that the limit of two mandate should be referred to “consecutive mandates” (no need to expressly state it in the Constitution, although it may be useful).

5.2.2 **Reserved seats issue**

The Committee has discussed the sensitive issue of whether the pattern of appointments to the Council amounts to a *de facto* policy of reserving seats within the Council to the officers of a selected number of members institutions.

Whilst the Council strenuously refuses the introduction of such a policy, it maintains that it is the individual, and not his/her institution, that influences election to the Council, and that there is no doubt that the senior officers of the most recognised arbitral institutions are likely to have the experience and influence that makes them a valuable asset to IFCAI Council. Furthermore, although Councillors must be members institutions officers, they are elected as individual. For this reason, if a Councillor resigns from his/her institutional position, his/her seat within the Council shall be declared vacated.

In conclusion, the Committee believes that no seat should be reserved to major institutions: therefore, no change of the Constitution is needed to rule the “seat issue”.

5.2.3 **Change of institution issue**

The Committee proposes to clarify that no one who is vacating an IFCAI office on his/her retirement from the institution by which he/she is engaged may nominate his/her successor at the institution for appointment to the Council. This does not preclude other Officers of the Council making such a nomination.

Nevertheless, there is no reason to leave the Council if there is continuity: a Councillor who is changing his/her engagement from one institution to another one (no matter whether he/she does not move the very next day), can remain within the IFCAI Council since he/she has been appointed as individual.

5.3 In order to take advantage of the work done by the Nominating Committee, the Council has decided to create an *ad hoc* Committee for the revision of the Constitution, composed by Adrian Winstanley, Bill Slate and Jens Bredow and hopefully by other Council members willing to collaborate.

6. APPOINTMENT OF NEW IFCAI COUNCIL OFFICERS

6.1 The Council, expressing its appreciation and thanks for the tremendous work done by the Nominating Committee, unanimously supports the proposals received and, according to the Constitution, submits the following recommendations to the General Assembly:

- 6.1.1 that **Mohamed Abdel Raouf** (CRCICA, Egypt – Egyptian),
Annette Magnusson (SCC, Sweden – Swedish),
Meg Kinnear (ICSID, USA – Canadian)
remain as Vice Presidents;
- 6.1.2 that **Andrea Carlevaris** (ICC, Paris – Italian),
Doug Jones (ACICA, Australia – Australian)
remain as Councillors, all being eligible for reappointment to the same office or to another on the expiry of their first terms;
- 6.1.3 that, having each been in their current office for one 4-year term (though in IFCAI office for 8 years in total)
Diana Droulers (Caracas Chamber, Venezuela – Venezuelan)
Stefano Azzali (Milan Chamber of Arbitration, Italy – Italian)
be appointed for a further, and final, 4-year term as President and Secretary Treasurer, respectively;
- 6.1.4 that the following nominees be appointed as Councillors
Chiann Bao (HKIAC, Hong Kong – Chinese)
India Johnson (AAA/ICDR, USA – American)
Alexey Kostin (Int. Commercial Arbitration Court, Russia - Russian)
Nassib Ziadé (DIAC, United Arab Emirates – Lebanese/Chilean)

6.2 These recommendations have been considered having due regard to a balanced international representation and recommending that individuals appointed for the first time to the Council serve first as Councillor and that none of the existing Officers still within their first term of office be appointed to any other office.

6.3 Council members not confirmed have not been included in the list mainly because of their impossibility to participate more actively in the Federation activity (being their merits and high qualifications undisputed).

6.4 These recommendations are unanimously agreed by the Assembly, which duly appoints the proposed Officers for a 4-year term. With continuity in mind, and in order to have all Officers appointed and retiring in a block, the 4-year term of all the Council Officers will be effective at the conclusion of the present meeting. The Assembly also wishes to thank the members stepping down for their support in IFCAI activity.

6.5 The Council will then be composed as follows:

President

Diana Droulers (Caracas Chamber, Venezuela - Venezuelan) **Latin America**

Secretary Treasurer

Stefano Azzali (Milan Chamber of Arbitration, Italy - Italian) **Western Europe**

Vice Presidents

Mohamed Abdel Raouf (CRCICA, Egypt - Egyptian) **North Africa**

Annette Magnusson (SCC, Sweden - Swedish) **Scandinavia**

Meg Kinnear (ICSID, USA - Canadian) **North America (and Treaty Arbitration)**

President: Diana C. Droulers - Secretary-Treasurer: Stefano Azzali

Vice Presidents: Mohamed Abdel Raouf; Yu Jianlong; Meg Kinnear; Annette Magnusson, William K Slate II; Adrian Winstanley
Councillors: Jens Bredow; Andrea Carlevaris; Abdelwahab El Behi; Doug Jones; Minn Naing Oo; Yaneth Quiroz

Councillors

Andrea Carlevaris (ICC, France - Italian) **Western Europe**

Doug Jones (ACICA, Australia - Australian) **Australasia**

Chiann Bao (HKIAC, Hong Kong - Chinese) **China**

India Johnson (AAA/ICDR, USA - American) **North America**

Alexey Kostin (International Commercial Arbitration Court, Russia - Russian)
Russia/CIS

Nassib Ziadé (DIAC, United Arab Emirates – Lebanese/Chilean) **The Gulf**

7. IFCAI 12th BIENNIAL CONFERENCE

7.1 The President is sorry to inform the Assembly that the next day's Biennial Conference will be affected by national mourning and to the recent declaration of next Friday as non-workable day. For these reasons, the one and a half day will be squeezed in one day only.

7.2 The President reports that the number of participants is good (around 100 people), most of them coming from Venezuela with around 30 foreigners.

7.3 The Assembly expresses its appreciation for the work done and wishes to thank Diana Droulers and her staff for the organization of the event.

8. IFCAI ACTIVITIES

8.1 Institutional Arbitral Awards User Survey

According to the outcome of the survey so far reached, the President stresses the importance to "freeze" the presentation of IFCAI survey. Further consideration should be needed.

8.2 IFCAI website

The President urges the necessity to include new information, hopefully thanks to the secretarial assistance of the Secretary Treasurer's office.

9. DATE AND PLACE OF NEXT MEETINGS

9.1 20th General Assembly

The next General Assembly will take place in Miami on the occasion of the 2014 ICCA Congress (6-9 April 2014). Further details shall follow in due course.

9.2 13th Biennial Conference

The Secretary Treasurer invites members to present proposals as for the venue of the 13th Biennial Conference to be held in 2015.

The Secretary Treasurer reminds that the last 4 venues have been New Delhi (2007), Tunis (2009), Berlin (2011) and Caracas (2013).

Antony Abrahams (CIArb) offers his organization's support (as does LCIA, as confirmed by Adrian Winstanley) for the organization of next Biennial Conference. Any other proposal from the members (which can be sent by email to the Secretary Treasurer) is more than welcome.

10. IFCAI MEMBERS' PROPOSALS

10.1 Bill Slate offers his contribution – thanks to his experience at the ICDR in similar activity – to any future activity involving the collection of data.

10.2 The Assembly takes into consideration the proposals received by the members in the last year (see enclosure), but the most part of them is difficult to achieve due to the structure of the Federation.

10.3 The Assembly decides to start with the proposal received by Meg Kinnear (ICSID) to compile a list of useful providers of secretarial services for internal use. More information on the realization of this project will follow.

10.4 Another proposal that could be realized is to share IFCAI members' experiences with respect to pathological arbitration agreements (proposal received by Mohamed Abdel Raouf - CRCICA).

11. CLOSE OF THE MEETING

There being no further business, the meeting is declared closed at 6.00pm.

President

Date