

Minutes of the ELI Membership Meeting 4 September 2019

Venue: Vienna City Hall

Chair: Christiane Wendehorst (ELI President)

Keeper of the minutes: Tomasz Dudek (ELI Secretariat)

The meeting commenced at 12:00.

I. Welcome and Opening Address

- (1) Christiane Wendehorst opened the meeting by welcoming those present. She began by reminding them that 2019 is election year. ELI Fellows, who should all have received their ballots, will be electing 28 candidates to join the Council. She announced that the voting will start at the end of the Meeting and asked ELI Fellows to cast their votes as early as possible. The Membership meeting will therefore be adjourned until 5 September when the results of the elections will be announced.
- (2) Wendehorst proceeded to inform those present that one of the ELI Founding Members, Ole Lando, sadly passed away earlier this year at the age of 96. She mentioned how indebted the European legal community is to him for, among many other things, being a father of the Principles of European Contract Law that was the blueprint for several other projects that had a tremendous influence worldwide. Wendehorst revealed that she was also sad to announce the surprising passing away of another ELI member, Christine Stix Hackl, in 2018. Wendehorst proposed a minute of silence in memory of these two colleagues.

II. Approval of the Minutes of the 2018 General Assembly

- (3) **The 2018 General Assembly minutes were unanimously approved.**

III. Approval of the Agenda

- (4) **The agenda was approved.**

IV. Report from the President and Executive Committee

- (5) Given time constraints, Wendehorst referred those present to the written Report of the President and the Executive Committee and proceeded to highlight a few points. In particular, she emphasised that the Executive is extremely happy that the Framework Agreement with the

University of Vienna was extended for further four years and that the ELI's relationship with the European Commission concerning the Operating Grant is also running very well.

- (6) She explained that the Executive has put on track a number of initiatives to take a more structured approach to projects that started with the revision of the Project Guidelines, which put a stronger focus on quality control. She reported that the Executive also developed a Project Strategy, which was approved by the Council. The Strategy sets out more clearly the criteria to be used when deciding which projects the ELI should take on board. She stressed that it was felt by Council and Senate members to be a very useful document.
- (7) Wendehorst continued that the Executive also established a more structured approach to project development, starting this year with High Level Expert Groups. The Executive identified target areas where the ELI could make a meaningful contribution to legal development, invited top experts, upon the recommendation of Council members and Fellows, and tasked them to identify the most promising projects in particular fields. These proposals will then be further developed and submitted to Council to take the final decision on which the most promising ones are. Wendehorst reminded Fellows that this is one of the reasons why it is so important that they take part in Council elections, as the Council makes important decisions on projects. Members will eventually see much of these new projects in the agenda of the next Membership Meeting.
- (8) Wendehorst clarified why she referred to the 'Membership Meeting' instead of 'General Assembly', namely that the ELI Statute was revised in order to address changes under Belgian law which made it very difficult to approve the accounts and the budget and to appoint the auditor so late in the year (ie in September when the Annual Conference and Meetings take place). Further, the fact that the ELI now qualifies as a big association under Belgian law, alongside other institutional considerations, led the ELI to change its Statute. Wendehorst said that the Executive is very happy to report that the Revised Statute has been notarised and registered and the process has been finalised.
- (9) Wendehorst repeated that one of the effects of these changes is that this meeting is now called the Membership Meeting, which is fully in line with the American Law Institute's terms. The powers of the Membership when it comes to projects are of course very much the same. She said that this is so important to stress because within a very short time there will be a number of projects that will be put to the vote by the Membership. Wendehorst encouraged those present to use this Conference to scrutinise the project drafts to be discussed at the panels very closely because the Membership will soon be asked to vote on them. The Conference is therefore an ideal occasion to ask questions and give guidance to the Project Teams with a view to helping them improve their drafts.

(10) **No questions were raised in respect of the Report.**

V. Brief Report from the Treasurer

(11) Denis Philippe explained that his Annex is only two pages long because the accounts are now approved by the Council and not by the Membership (formerly the General Assembly). As to the budget, he explained that the ELI received funds from the University of Vienna (EUR 250,000), for which the ELI can be very thankful. He also referred to the exceptionally large Operating Grant from the European Commission (of EUR 247,200, the largest to date), and explained that the bulk of the remaining funds comes from membership fees. Philippe explained that the ELI's main expenses are projects, a core activity, staff, accounting and the organisation of the current meeting as well as the Council meeting and meetings of other ELI bodies. He emphasised that at the end of 2018 the ELI was in a fairly good position and this should continue in 2019 but this is no cause for complacency.

(12) Philippe also reported on the actions taken with regard to unpaid membership fees. Having contacted people who did not pay their membership contributions for several years, a letter was sent to them reminding them of this, following which 150 memberships were terminated. Next year, the ELI will adopt a similar approach of being strict with cancellations so as to facilitate clarity of its financial position. Philippe mentioned that the Executive also seeks to convince people and organisations to become members of the ELI as this is conducive to the development of the Institute and its finances. Philippe encouraged those present to continue to promote the ELI among their networks.

(13) Philippe concluded by repeating that things are under control and thanked Vanessa Wilcox, Secretary General, and Zuzana Fačková, Administrative Officer, for their work on the finances.

(14) Wendehorst thanked Philippe and confirmed that the ELI has a wonderful team at the Secretariat. She added further that the ELI also has a wonderful Treasurer and members of the Executive Committee, without whom she would not be able to survive as a President.

VI. Overview of Projects

(15) Wendehorst explained that this slot was to give members present an opportunity to raise general questions on the overview of projects circulated to them. She concluded by saying that two and a half days had been allotted for intensive discussions during the Conference, where substantive questions could be raised.

(16) No questions were raised.

VII. Report on Hubs and Special Interest Groups (SIGs)

- (17) Sjef van Erp started by saying, as a Founding Member of the Institute, that when he compares the number of participants in this Membership Meeting with the earlier years, the difference is enormous. Van Erp revealed that it is a great pleasure seeing so many of members that will contribute to discussions on projects. He observed that the ELI has achieved a lot although there is far more it can achieve.
- (18) As to Hubs and SIGs, van Erp explained that as the ELI grew, the idea of national branches (Hubs) and subsequently specialist legal branches (SIGs) arose, resulting in the establishment of the same. As both Hubs and SIGs are growing, some oversight in the form of regulation was necessary and under the regulation in place, the Executive is to review the activities of Hubs and SIGs and how they develop in consultation with the Council. Van Erp reported that the Executive had done this and, as is to be expected, some Hubs and SIGs do better than others. Overall, however, van Erp revealed that the Executive is pleased with the way things are progressing. The Guidelines on Hubs and SIGs call for a triennial review that can result in the closure of underperforming groups. However, van Erp explained that the Executive's recommendation to the Council was that the ELI continues with all existing Hubs and SIGs, which the latter accepted.
- (19) Wendehorst invited comments. In the absence of these, she concluded that Hubs and SIGs play an enormously important role in our Institute this is why the current Executive instituted the Hub and SIG of the Year award. The first awards will be handed out at the Evening Reception, when the winners will be revealed.

VIII. Report of the Membership Committee and SEPA campaign

- (20) Walter Doralt began by saying that it has been an enormous privilege to work with a big team, which besides the members of the Membership Committee, which he had the privilege to chair since the founding of this Institute, includes the Secretariat, which has done a tremendous job. This goes most notably to Zuzana Fačková, who more or less on a daily basis has been in touch with him since she started at the ELI, but also Vanessa Wilcox, the Secretary General, the Executive Committee and President Christiane Wendehorst. Without all that support and the Senate's very active contribution, the ELI would not be where it is today.
- (21) He reported that the ELI is now an institute privileged with a fairly large numbers of members despite that fact that it has always taken on a fairly tough stance on members who are in default in fees for a longer period of time. Doralt continued by emphasising that the membership in the ELI is really about attracting outstanding lawyers from every geographical area and from every branch of the legal profession. Spotting the right new members that we should add to this membership is for all of the members to do, as this is a decentralized organisation. He encouraged members to make use of the ELI's various promotional materials available to them.

- (22) Doralt stressed that it is not about maximising numbers, but about attracting the right persons, namely lawyers who are interested in the European dimension of law and who are of high quality. What is not required is that they are necessarily all senior. The ELI wishes to have full diversity, in every respect among its members.
- (23) Doralt mentioned that the ELI has had difficulties with defaulting members, which entails members being contacted repeatedly for not paying their fees. This means an endless amount of time is expended by a very limited staff, in terms of manpower, at the Secretariat. He therefore encouraged all members to fill out SEPA mandates, which would be of enormous help, and would double the value of their contribution because the countless hours spent on chasing fees could be better spent elsewhere. Doralt said that ensuring a good number of SEPA sign ups would be a wonderful farewell present, since his term in the Council comes to an end this year.
- (24) Doralt referred to the Report from the Membership Committee. In terms of future directions, he said that experts in the field of tax law and public business law, among many others, are underrepresented.
- (25) With regard to Institutional Members, Doralt said that the ELI is enormously grateful to those that have joined the Institute and have supported it in many cases. He also said that it is particularly pleasant that the ELI still attracts new courts and professional associations. Doralt asked those present to inform the Membership Committee of key organisations that are not yet members of the ELI as the ELI embraces full diversity, also on the institutional level. He observed that the ELI's membership composition has been a success so far but that it is nowhere close to where it ought to be in the long term. Doralt also pointed to the institutions that chose to re-register as Fellows and thanked them for that.
- (26) Doralt continued by highlighting the efforts of President Wendehorst and Secretary General Wilcox in attracting more law firms, which has been a very important step for the ELI. The Institute welcomes law firms, in particular, because it is not an academic research institution. The involvement of courts, law firms, of judges, notaries, etc is essential, in addition to academics.
- (27) In terms of what still needs to be done next, Doralt explained, in spite of some success, that Scandinavian countries are underrepresented, as are Baltic States and some countries in Central and Eastern Europe. Much progress has been made in some countries, but in others, for instance the Czech Republic, the ELI would really like to see more outstanding lawyers joining. This also applies to Ireland and France. He praised the Italians and others that are particularly well represented in the ELI.

- (28) With regard to vocational diversity, Doralt assessed that progress has been made and asked members to take vocational background as well as the above considerations into account when electing the new Council.
- (29) Doralt recalled that the ELI has come a long way from the Hamburg Memorandum to the meetings before that in Brussels, to the Congress in Paris and the first Council meeting with heated debates about the seat of the Secretariat, etc. He said that it has been, for him personally, an extremely rewarding learning curve to serve on the Council and an immense pleasure working in the Membership Committee. He mentioned that Pascal Pichonnaz took on the role of Co-Chair of the Membership Committee and added that he very much looks forward to observing the progress from the perspective of a Fellow. Doralt concluded by saying that he admired the Institute's resilience and thanked everyone for their support.
- (30) Wendehorst observed that the ELI owes an enormous lot to its Officers and the Chairs of the Membership and other Committees. The amount of work done and energy and time invested is incredible.

IX. Voting on Council Elections Opens

- (31) In the absence responses on the call for any other business, Wendehorst opened the Council elections and explained that they would remain open until 13:55 on 5 September. She asked Members to try not to wait until the last moment but rather to vote as quickly as possible, as this would greatly facilitate the counting of the ballots.
- (32) The Membership Meeting was adjourned until 5 September 17:05 and was then re-opened for the announcement of the results of the Council election. The Council in its new formation held its first meeting on 5 September 2019.