Participants: Fernando Lobos (FL), Lingjiang Yang (LY), Patrick Tippoo (PT), Sai Prasad (SDP), Tiago Rocca (TR), Sevan Antreasyan (SA) Sonia Pagliusi (SP), Sonia Villaseñor (SV). Excused: Weidan Huong, Adriansjah.

Meeting started at 12h00 and finished at 13h00.

SA continued with the revision of the statutes from article number 16 onwards.

16. We have changed vice president to deputy chair. Amended of board of directors to Board. Agreed.

17. a) First comment where it is specified the board controls the secretariat. No comments.

17 f) Deletion of letter f) where stated that the association can borrow money from members or third parties. All members agreed to erase that provision.

New letter f) Just changes in wording

17 h) Specify that the budget is established by secretariat and presented by the board for approval at the GA. Modify the way it was drafted.

19.1 Organization. There was a comment on the treasurer stating that it doesn’t need to be an external person, it could be some of the members of the board. We suggested a flexible wording so that the treasurer may be a member of the board, or member of secretariat or external.

19.2 The principle that the board may delegate competencies or powers to third parties internally to DCVMN. The board can delegate to secretariat and the bylaws may provide further details on how to delegate. Delegation shall be decided by the board based on the same principles as to decide on other issues. e.g. 2 approval members of the board. Also added that the Secretariat is headed by a CEO. SP asked if that is avoid secretariat being independent of the board. SA said this is to make sure it is properly reflected in the bylaws.

SP added that it is the nature of the association that members have the decision power; if decisions are given in the hands of one person only, it could alter the nature of the association to become a one person-lead organization. SA said delegation is required by any organization, otherwise it is very difficult to operate in a daily basis, but it should not very broad delegation, the secretariat has not the power of all the things that board can do. Can be for specific topics like hiring personnel, executing employment or consulting contracts. And in any case the person who has been delegated some powers will be always under control of the person delegating the powers (board).

SDP asked that for organizations like DCVMN, what level of depth do we get in the bylaws. SA said that the top level are statues, and the bylaws are more detailed. The general rule is that the board can adopt specific policy. We tend not to have everything in one document otherwise it is very difficult to read.

LY said the original idea why we want wo have CEO and to change the EC as board is to give day to day administration or routine operation to the secretariat and CEO. But she asked if we can clearly define what kind of responsibility we want to give out. SA said that in bylaws there are some examples of competencies that can be delegated to the secretariat and role of CEO, but there is no list of decisions or powers that can or cannot be delegated to the secretariat. SA does not advise to have a list of everything to be delegated because you might be blocked if something has been forgotten and the delegation will not be possible. But you can list things that cannot be delegated. LY asked if we will do this list for this time revision of the bylaws. PT suggested to note that and when we get to the bylaws we can get to that part. SA said the list on 17.3 could be a good start to review and see which powers should not be delegated to the secretariat, then look afterwards in the bylaws. Article 19.2 remains as it is.

20.3 we recommended last time to make sure meetings can be held in person, or videoconferences or telephone. This is the proposal and also added for the meetings of GA. Agreed.

20.4 Quorum of the Board, corresponds to the current quorum of 4 members present at least. PT suggested in terms of the number of board members, it would be better to say 50% + 1. Agreed.

20.5 currently there is no representation of a board member by another board member at board meeting. PT suggested to allow representation. SA said we do not go that way for representation of members at the GA, but he asked about having representation at board meetings. SP said it would add complexity, and that adds time and things become less clear and transparent for secretariat. SA said it could be useful in case of sickness or when the representing person have not prepared or has not followed previous discussions, it is hard to provide opinion on topics. PT, LY and TR commented on the convenience of having representation. Nevertheless, the EC decided to leave it as it is.
20.8 SP said nowadays we have many documents signed by electronic means and we have not defined in statutes that electronic signatures are valid. We currently use for legal purposes Docusign, Adobe sign and scanned copies, but we cannot use the copy paste of electronic signature for approval of documentation, only for invitation letters. SA said he will add wording for that and add a checklist of some documents in Swiss law that can only be signed by certified electronic signature or by wet ink.

28.2 says in case of liquidation of DCVMN the remaining assets have to be transferred to another organization. The wording used limits such transfer to an organization in Switzerland it is fine to delete it. SP said that apparently it is set in the Swiss civil code has such limitation that assets cannot be transferred to another association outside Switzerland. SA said that there is no limitation. PT said if this ever occurs the statutes will be subject to civil code in Switzerland. SA said that from a practical perspective it is easier for the Swiss authorities to validate the tax exempcts of the new organization if it is within Switzerland. PT suggested to have the flexibility to take these considerarions into effect and make the best decision.

29.1 SA said it is a comment from last year but does not have clear what it meant, maybe it is better to delete it. The wording could be interpreted that changes to status has to be compliant with Swiss laws. Agreed.

29.3 delete that part to make the process more straight forward. SP commented we are having some difficulty; we never had a GA conducted virtually and we may have difficulty in establishing vote on line for the next GA. We don’t have experience or tools validated to do that. We have one vote per company. And sometimes they use not corporate emails, it may be challenging for secretariat to ensure validated voting in the GA. SP asked in case there will be voting can defer to email voting after the assembly discussions to have traceability of who is voting to validate that members that eligible, are voting. SA said for the next GA it may be complicated to set up the voting process with the e-voting provider. The statutes provide that decisions of GA can be by circular (in writing) it is important at the GA to discuss all items of the agenda so can anybody has its voice heard. LY suggested to use the chat function of the virtual meeting for voting on behalf of which organization, then secretariat can calculate on time during the meeting and we can record the meeting including screen. SA said it will still be difficult to ensure that the right person has casted the vote. If they connect through a private email address it would be difficult to control if the person has the right to vote at the meeting. PT supports SP to have the discussion, highlight the key points to vote and inform that they will receive by email the voting topics and are required to respond by certain date. LY said there is a risk in sending email to the contact person assigned by each company but it may happen the person did not attend the meeting and we might lose the track of the email. SA said it does not change anything in the statutes. SA will try to include as many detailed comments in the bylaws to explain changes made or not made and there may be just a couple of points to clarify afterwards. Will send them for the review of the EC.

31. comment to clarify position of DCVMN in the office, this comment is not to change anything in the statutes but open the discussion. We leave this as is and note that point to be discussed separately. PT asked how will we present this at the GA so that it is easy to understand in terms or where the changes are taking place. This will be discussed with SP offline. SA will prepare 2-3 pages document to highlight changes, not including many details.

Nyon, 26 October, 2020

Notes by S. Villasenor, edited by Sonia Pagliusi

Approved by

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Location/Date: Hyderabad 25th January 2021

Sai D. Prasad, DCVMN President