



GENERAL ASSEMBLY 2004

Agenda

- 1 - Welcome**
- 2 - Election of the Assembly Chairman and Secretary**
- 3 - Approval of the Agenda**
- 4 - President Report**
- 5 - Approval of the annual accounts & next year budget**
- 6 - Steering Committee for next year**
- 7 - Candidatures for next conferences (after Ireland)**
- 7 - Sections decisions**
- 8 - Admission of new members**
- 9 - Any other business**

According to Article 6 of Association « a member cannot attend the General Assembly if the annual fees have not been paid ». Any member who have not paid their fees for year 2004 will not be allowed to exercise their voting rights.

MINUTES OF THE ECRF GENERAL ASSEMBLY 2004

Held in Paris, on October 1st 2004 at 14:00 hours with the attendance of the following members :

Ole Blöndal	Denmark
Lone Sneholt	Denmark
Viljar Peep	Estonia
Maris Tudre	Estonia
Sakari Kauppinen	Finland
Serge Chambaud	France
Marie-Françoise Boisard	France
Mariette Serres	France
Yves Parent	France
Séverine Legrand	France
Samuel Davaine	France
Pascal Daniel	France
Pascale Lemarchand	France
Jeanne Lecine-Barat	France
David Faria	Gibraltar
Neil Butler	Great-Britain
Helen Thewlis	Great-Britain
Lynn Lynch	Great-Britain
Mihaly Dalos	Hungary
Paul Farrell	Ireland
Brian O'Hare	Ireland
Claudine Forrest	Ireland
Vito Giannella	Italy
Julian Lamb	Jersey
Santa Sausina	Latvia
Signe Jantone	Latvia
Kitty Schopman	The Netherlands
Eric Fossum	Norway
Oyvind Vagan	Norway
Victor Deaconescu	Romania
Dan Tanaso	Romania
Luis Fernandez	Spain
Roland Höglund	Sweden
Yves Gonner	Luxemburg
Olivera Djuraskovic	Serbia and Montenegro
Dragisa Okolisanov	Serbia and Montenegro

16 ECRF members countries are represented and 2 candidates are present and attending the assembly.

The delegates attend with voting rights because they have paid their annual fees for year 2004.

Countries not represented : Austria, Slovenia, Switzerland, Ukraine (Annual fees paid)
Isle of Man, Lithuania, Czech Republic, Russia (Annual fees not paid)

1 – Welcome

Serge Chambaud opens the General Assembly on behalf of Benoît Battistelli, President of ECRF.

2 – Election of the Assembly Chairman and Secretary

Serge Chambaud proposes to be the Chairman of the Assembly and Pascale Lemarchand to be the Secretary. The members agree unanimously.

Serge Chambaud asks the countries represented to present themselves to other members.

3 – Approval of the Agenda

The participants approve unanimously the following agenda :

1 – Welcome

2 – Election of the Assembly Chairman and Secretary

3 – Approval of the Agenda

4 – President Report

5 – Approval of the annual accounts & next year budget

6 – Steering committee for next year

7 – Candidatures for next conferences (after Ireland)

8 – Sections decisions

9 – Admission of new members

10 – Any other business

Serge Chambaud proposes to go first to point 9 of the Agenda before the President Report.

9 – Admission of new members

3 new countries applied for membership : Greece, Luxembourg and Serbia and Montenegro.

Greece is not represented at the General Assembly.

Luxembourg, represented by Yves Gonner, and Serbia and Montenegro, represented by Olivera Djuraskovic present their organisation to the other participants. There is a general acceptance to the entry of these new countries in the ECRF organisation.

As Greece is not represented, it is decided to postpone their admission until the Steering Committee gets more information about it.

4 – President Report

Year 2004 has been mainly devoted to the preparation of the Conference, organised jointly by INPI and the French registrars.

Concerning the 3 working groups, the legal section prepared a summary of its work during the past year; Paul Farrell will talk later about technical section. Benchmarking section hasn't been very active, due to the lack of a financial support.

The participation to this last conference shows clearly that ECRF is now recognised as a main lobbying body in our working field. We are grateful to all the countries that have organised previous conferences and lead this organisation where it stands now.

2 major points concerning the future of ECRF should be raised :

The first one is a practical one : ECRF is not a legal entity, it has no legal existence, and it can be a real administrative problem (for example there was no possibility to open a bank account for ECRF in France this year). Next presidency has to think about that and could propose something (European association ?...).

The second point is the lack of financial resources for the working groups. It is clear that it is difficult to make a working group be operational if there is no money for people to meet, and contracts for studies. This point could be discussed later at the end of this meeting.

To conclude with this report, ECRF is a real active organisation, and it can be shown because more and more countries are willing to apply for membership, and we could probably have some more countries participating to our works, even though they are not European countries. For example, we have a lot of good relationships with North-African countries that would probably be very interested in participating to our works.

5 – Approval of the annual accounts & next year budget

The financial report is presented by Marie-Françoise Boisard, treasurer.

The balance sheet shows that the expenses are, as usual, much higher than the revenues. The total expenses for the whole manifestation is 155 455 euros.

The main part of the revenues comes from the country fees. 20 countries have paid their 2000 euros annual fees for year 2004, for an amount of 40 000 euros.

118 participants attended the conference for an attendance fee of 200 euros, for a total amount of 23 600 euros.

2 sponsorships brought also some money : EBR for 4 000 euros, and Infogreffe (the registrars database) for 15 000 euros.

The total amount of revenues is 82 600 euros.

The difference between the expenses and the revenues (72 855 euros) have been covered by the Registrars (15 000 euros) and INPI (57 855 euros).

Last year, the countries annual fees were raised from 1000 euros to 2000 euros. It is still a very small sum for each country, and it is shown that it is not enough. Every year, the hosting country has to cover the deficit. The proposal is to raise again the country fees up to 3 000 euros. It could help the hosting country and perhaps, leave some resources for the working sections.

To organise such a conference costs lot of money, and some countries will never be able to host the annual conference because they can't offer that expense.

Vito Giannella says that 3000 euros is not such a big amount for the countries, but, as a founder of ECRF in Cardiff in 2000 he says that the idea was not just to have an annual conference but also to have the possibility to work together between the conferences. So far, there has just been more or less the conferences each year. A lot of issue come during this conference, like unique identification number, semantic interoperability, transfer of seat , European Company.... But it is just left for discussion, and the groups take no action. The fees that are paid by countries and participants should be more devoted to have working groups acting together instead of hosting the conference. Perhaps, the luxury of the conference should be decreased, if there is no funding from the hosting country, in order to concentrate on people working together. Vito Giannella says that it is his opinion, though it's not so fair for Paul Farrell for the organisation of next conference in Dublin, but we must not forget the aim of ECRF.

Another point raised by Vito Giannella is that EBR could be able to put forward some ideas in the area of the European companies' transfer of seat wherever they wish to move. ECRF and EBR could try to work together, ECRF being a discussion forum as it is now, and EBR a more operational body, which could help the registers to achieve something in the next future. This point has been discussed at the EBR General Meeting, no decision was taken, but some EBR members share this ideas.

During the next few months some EBR members could work together with the ECRF Steering Committee and present some results at the next ECRF Conference in Dublin. Then we could see if we could address this point together or not.

Paul Farrell would be inclined to agree with Vito Giannella preoccupations, even if it is something he could have a problem with for next year. He has to do his budget for next conference, and it could be a little less expensive than this year, because he can have the conference centre free of charge. So, if it ended up that the budget had a surplus, though when you look at the figures of this year, there is a long way to go before it ends with a surplus, he could be happy to convene a meeting with the working groups in the meantime. He thinks that between now and May, we are not expecting to achieve an enormous amount of work, but he has already discussed with the next presidency (The Netherlands) that topics of next May conference will take into account some of today's conference subjects.

Some money could also be asked to the European Commission. This type of operation is completely and absolutely into the objectives of the commission, so we still go back to the Commission to see if they have some ideas on how to promote our objectives. Paul Farrell proposes that the Steering Committee (INPI, Registrars, CRO and the Netherlands) join together and have discussions too with EBR between now and the next conference, to establish more firmly about the kind of relations that are possible and the kind of work that should be done.

To sum up this discussion, the president acts on the agreement of everybody to increase the country fees to 3000 euros and try to keep some money for the working groups, and, regarding the second point raised by Vito Giannella concerning the co-operation between ECRF and EBR, he doesn't see who could be against that. There is a general agreement on this topic.

6 – Steering committee for next year

The normal procedure is that the outgoing presidency and the next presidency are part of the steering committee and Paul Farrell is very happy to convene such a group at a meeting next month to see how to proceed.

There is also a question that has always been around and whatever says the constitution about that, Paul Farrell think that if somebody in the working groups want to do some work, so far as he is concerned, they are welcome to join all the meetings of the steering committee.

Next year Paul Farrell will be the President, and Claudine Forrest the Secretary. Vice-president and treasurer will be nominated later.

7 – Candidatures for next conferences

2005 Conference will be held in Dublin, the Netherlands offered last year to host the 2006 conference, and it has now been accepted.

For year 2007, Greece proposed to host the Conference, but this proposal can be postponed until next conference, as Greece is not yet a member of ECRF.

Another proposal comes from Latvia. Santa Sausina reminds the Assembly that Latvia hosted the First Conference in Riga in 1998, and 2007 would be the 10th Conference, so Latvia would be pleased to host the Conference in Riga again for this anniversary. They have already discussed it in Latvia's Register, and they are ready for that.

The decision will be taken at the next meeting in Dublin.

8 – Sections decisions

The legal section (Dorthe Körner) has given a report that has been distributed to all the participants.

Concerning the technical section, Paul Farrell says that it was a quiet year for the section. The section is still available for work and anybody that wishes to join in the section's work is welcome. The main project is still the format for enterprises informations exchange.

As a sort of internal technical issue, Paul proposes, if people are willing, that CRO in Dublin will host the website for the ECRF in the future. It can always change in a few years, but France had a

particular problem and Spain had it last year too, due to the moving of the website with each presidency. This is fundamentally a problem. If Ireland can find a single location for it, they can provide a server in CRO and the second part of that is something that must be considered as a separate issue : CRO's consultant is a private company willing to sponsor the website in the sense that they could write all the software, and when it comes to the Netherlands, people will have a dialog with them, and ask what they want on the website, and they will provide a portal so that the Netherlands can put their information and maintain it and keep it running. Paul Farrell proposes and recommends this solution everybody must understand that, if it is a sort of sponsoring, the sponsors will want to have their logo on the website, etc.... So this decision has to be acted.

The members of the GA accept the sponsoring.

Vito Giannella adds that it would be very important for the website to host also the database with the contacts in each country. It is difficult to transfer the lists of contacts from country to country each year, and some contacts are lost because of that. If it is known that the list of contacts is in one single point, countries can update it, and it can be very helpful.

The benchmarking section isn't represented at the General Assembly, but Annika Brandström spoke to Paul Farrell before she had to leave and she said that she was willing to get involved in some participation on the benchmarking, subject to the budget situation being agreed. She made reference to a conference that was held in Bronnoysund and which was partially at least funded by the Commission as part of the programme so we could try to see if the benchmarking exercise could be resurrected, and if it was the case, Annika Brandström would be glad to participate further. This is a good project from the point of view of the Commission and they could engage some funding in it, this is to be explored.

Concerning the legal section, Dorthe Körner, who was the chairman, resigned, so we have to nominate a new chairman.

Mariette Serres, from France, proposes to replace her. This is accepted.

As for the benchmarking section, the French team is also willing to support Sweden if needed.

Point 9 has already been treated at the beginning of the meeting, so last point is a.o.b.

10 – Any other business

Julian Lamb, from Jersey says that one thing which came out from this Conference in Paris is the migration of companies in and out and Jersey already did a lot of migrations in, mainly from European countries, but also from Caribbean, and he proposes to make an analysis of the requirements, that is what companies need to come in and what they need to go out, and try to come with some form of certificate for coming in and going out. That should be a productive assessment of some of the actual outcomes of this meeting so that next time in Dublin, he could present something to the Forum.

Paul Farrell says that if Jersey comes forward with a standard form, based on their experience, he would strongly recommend it to the highest authorities for agreement and he think he might have some success with that.

Luis Fernandez del Pozo ask if a draft of this standard form could circulate before the presentation in Dublin.

Julian Lamb says that he would first collect the information needed, and that could be done very quickly, then come with a draft certificate, because the actual certificates are quite complex, but there could be a small section within the certificate on which everybody could agree and that would be the basis of a specific information that would not change.

David Faria, from Gibraltar says that Jersey's idea is excellent, and if once it is approved, it could be proposed to the Commission and it could introduce part of the directives on the redomiciliation

of the companies and that would be a first in taking the initiative and taking to the commission before they actually go through with the directive or recommendation, so that they would take ECRF organisation a little bit more into account in the future.

No more point being raised, the President formally closes the General Assembly, and thanks the technical team and the conference interpreters for their work.