FIDIC General Assembly Meeting 2020

Date: Tuesday, 15 September 2020

FIDIC Board Decision
Notice of Meeting

Geneva, 24 April 2020
MA 03/20

Dear Members,

The purpose of this letter is to provide you with notice and details of this year’s FIDIC General Assembly Meeting (GAM).

We live in extraordinary times, because of the COVID 19 pandemic. On 16 March 2020, the FIDIC Board has taken a decision that it will not be possible to hold the FIDIC International Infrastructure Conference in Geneva this year. We will likewise not be able to organize an in person GAM in Geneva on Tuesday, 15 September 2020, as planned. It is unfortunate that we find ourselves in this position, but the health of our members and the FIDIC team is of paramount importance. This decision is also in accordance with the Swiss Federal Council requirements and a COVID 19 Ordinance 2.

We must adapt how we conduct the FIDIC General Assembly Meeting and we thank you for your understanding and for following this procedure.

Accordingly, the FIDIC Board hereby gives notice that the FIDIC General Assembly Meeting (GAM) will be convened via a Zoom videoconference or similar technique at 12:00 CET Central European Time on Tuesday 15 September 2020. Voting will take place online via the relevant web-platform for a number of matters and in writing for the FIDIC Board elections.

The duly appointed delegates of FIDIC Member Associations in good standing, in accordance with articles 8.3 and 8.5 of the FIDIC Statutes and By-Laws will be entitled to exercise voting rights in writing or online. Information on the procedure is given in instructions included in this communication and will be further distributed to the appointed delegates by e-mail.

Honorary, Associate and Affiliate Members of the Federation, representatives of Individual Member Firms of FIDIC Member Associations and their staff, as well as invited observers are asked to register on the FIDIC website to attend the online meeting as observers. Separate registration will be available on the website for observers.

We thank you for your understanding and trust you will be able to participate in our GAM and help FIDIC to navigate its way through this challenging time.

Further information and GAM Papers will be issued in accordance with the timetable set out in the By Laws.

Yours sincerely,

Dr Nelson Ogunshakin FICE, CEng, OBE
Chief Executive Officer
FIDIC General Assembly Meeting 2020

Date Tuesday, 15 September 2020

The 2020 FIDIC General Assembly Meeting (GAM) will be held in accordance with the requirements of the COVID-19 Ordinance 2, issued by the Swiss Federal Council on 13 March 2020 at 12:00 CET Central European Time on Tuesday 15 September 2020. As a result of COVID-19, attendance in person will not be possible and voting will take place online or in writing for various matters.

**Agenda**

1. **Welcome by the President, and Chairperson, William Howard, and recognition of special participants at the GAM**

   The President of the Federation shall preside as Chairperson at the GAM.

2. **Record of participating delegates and establishing quorum**

   In accordance with Article 8 (12) of the FIDIC Statutes, the Chairperson will record the participation of delegates via a Zoom platform and announce the quorum of the GAM.

3. **Approval of the Minutes of the General Assembly Meeting 2019 in Mexico City**

   The FIDIC Board will move the approval of the GAM Minutes 2019.


   The FIDIC Board will move the receipt of the Annual Report 2019-2020.

5. **Receipt of Auditors’ Report and Approval of Accounts 2019**

   The Chairperson will invite the Treasurer and Chair of Risk and Audit Committee to present the year end results and budget. Therefore, the presentation will cover items 5 & 11 of the agenda.

   After the presentation the Chairperson will invite the delegates for any questions on the year end results.

   The FIDIC Board will move the receipt of the Auditors’ Report and approval of the Accounts 2019.

6. **Reappointment of Auditor**

   In accordance with Article 9 (3) and 16 of the FIDIC Statutes, the FIDIC Board will recommend the reappointment of BDO-Geneva Office as Auditor for year 2021. This would be the second of a four-year appointment.

7. **Election of New Member Associations (MAs)**

   Applications for Membership Associations if received, considered and approved by the Board before the 2020 GAM, will be recommended to the GAM, in accordance with By Law I(3) not less than 60 days before the GAM, for resolution by the GAM.
8. Election of Associate Members (AMs)

Applications for Associate Membership if received, considered and approved by the Board before the 2020 GAM will be recommended to the GAM for resolution by the GAM.

9. Exclusion of Members

The President announced at the 2019 GAM that 14 associations were not in good standing with their subscriptions. Despite efforts made to resolve the situation there are still 10 associations that are not in compliance with their subscription’s obligations.

The GAM decided in 2019 that the exclusion of such member associations will likely be discussed at the 2020 GAM.

The FIDIC Board will submit a motion to the General Assembly (2020) recommending the exclusion of a number of Member Associations in accordance with By Law II and request the GAM to appoint a special committee of three chosen from among members of different Member Associations, who shall be responsible for submitting to the next meeting of the General Assembly (2021) a report on the facts relating to the FIDIC Board motion for exclusion of such associations. The General Assembly (2021) shall be asked to make a decision in accordance with Art. 9.7 of the Statutes.

10. Recognition of Affiliate Members

Applications for Affiliate Membership, if received, considered and decided by the Board before the 2020 GAM, shall be advised to the GAM.

11. Approval of Budget/Subscriptions 2021

The Chairperson will refer to the previous presentation by the Treasurer and Chair of Risk and Audit Committee under item 5 which also includes the budget for 2021.

On the basis that there are no further questions from the delegates the Chairperson will ask for a vote.

The FIDIC Board will move the approval of the Budget for 2021, as will be included in the GAM papers, Agenda Item 11, GAM 2020.

The projected subscription income assumes no change to the unit rate from 2020. Also, no change is proposed to the minimum subscription rate of CHF 1’900. Subscriptions for members will be calculated at the end of the year once updated statistical data on membership numbers has been received.

12. FIDIC Operations Update

The Chairperson will invite the Chief Executive to present summary of the year activities.

13. Announcement of 2021 Conference venue, place of GAM and dates

The Chairperson will update the members on the strategic decision regarding the location for the FIDIC conference in 2021. Due to the COVID-19 global pandemic the Geneva 2020 conference was postponed to 12-14 September 2021, and its location in Geneva remains unchanged.
Therefore, the date and place of the 2021 GAM is proposed to be Geneva, 14 September 2021.

14. Recognition of FIDIC Future Leaders

The completion of the programme for the FIDIC Future Leaders Management Certificate (FLMC) will be recognised. The Chairperson will update the members on the number of participants who successfully completed their programme online with outstanding results. The FLMC certificates will be distributed electronically to each participant.

15. Decision on the number of members of the Board

In accordance with Article 9 (1) of the FIDIC Statutes, the FIDIC Board may move a recommendation with regard to membership of the Board in office.

The FIDIC Board has been discussing Board membership in an effort to address concerns about diversity and inclusion and other matters. After the April 30/May1 board meeting, we may be sharing more detailed information in this regard for possible action by the GAM at our September 2020 meeting.

16. Changes to FIDIC Statutes and By Laws

In accordance with Articles 9 (12) and 9 (13) of the FIDIC Statutes, the FIDIC Board will recommend a number of modifications to the Statutes and By Laws to reflect FIDIC diversity and inclusivity principles including the composition and election of FIDIC Board members, to reflect governance improvements and statutory compliance requirements and, to introduce use of technology to be adopted in the future.

17. Election of President Elect

In accordance with Article 11, paragraph 6 of the FIDIC Statutes the FIDIC Board will nominate a candidate for election as President Elect.

18. Announcement of the Election of two Board members

Two tellers appointed by the President under By Law IV (5) will be invited to announce the results of the vote tally.

19. Recognition to outgoing members of the FIDIC Board

The Chairperson will recognise the outstanding service of outgoing FIDIC Board members: Aisha Nadar (Sweden), and Reyes Juárez (Mexico).

20. Any other Business

Motions received by the Secretariat in accordance with By Law III(5) will be included in final papers for the General Assembly Meeting.

21. Closure

*Note: Formal motions for the General Assembly Meeting may arrive and will be considered in accordance with the Statutes and By-Laws. The above Agenda will be updated to consider the FIDIC Board decisions of 30 April - 1 May meeting and formal motions from Member Associations.*
Instructions

We take this opportunity to provide you with some instructions on the conduct of the GAM and voting.

To begin with, you will receive all documents pertaining to the General Assembly Meeting agenda items prior to the GAM as required under the FIDIC Statutes and By-Laws. Documents will be sent electronically or will be published at the FIDIC Web-Site at www.fidic.org when the time approaches.

We require you to please confirm your attendance and notify the Secretariat in writing the names of your delegates in accordance with the FIDIC Statutes and By-Laws and an authorised individual email address for each delegate. To do so, you must complete the form received from the Secretariat and send a duly signed and scanned PDF document to the Secretariat to the following email address fidicgam2020@fidic.org no later than 7 August 2020.

You may send your formal motions in writing by postal mail or by sending duly signed and scanned documents to the following email address fidicgam2020@fidic.org to reach the Secretariat no later than 17 July 2020.

Your duly appointed delegates will receive a Zoom (or similar) invitation from the Secretariat 30 days prior to the date of the GAM to join the meeting. The delegates will be invited to participate in the General Assembly Meeting via Zoom (or equivalent) videoconferencing. The members of the FIDIC Board and the FIDIC President will be on-line.

Technology connection tests can be arranged with MAs prior to the GAM upon request. Please make your request to the following email address: fidicgam2020@fidic.org to reach the Secretariat.

General Resolutions

On all general resolutions, the delegates will be invited to vote online via the electronic voting platform designated by the Secretariat. Your duly appointed delegates will receive voting papers and online voting guidelines 30 days prior to the date of the GAM.

Please make sure that the delegates have registered and checked their email when the time approaches and will have adequate access to the internet during the GAM.

The delegates will be required to follow online voting procedures during the GAM.

Details will be provided to delegates well ahead of the GAM to ensure effective participation.

To ensure that the GAM is effective and efficient as possible, Member Associations will be asked, wherever practical to submit any questions they may have regarding the papers issued for the GAM, in advance of the GAM to the following email address: fidicgam2020@fidic.org.

Election of Board Members

There will be no online voting for the election of board members, and to exercise your rights you will be required to dispatch completed ballot forms and the MA authorisation form for the election of the Board Members either:
1) by postal vote to be received by the Secretariat no later than 10 days prior to the GAM as described in By Law IV (4), or
2) in writing by sending duly signed and scanned documents to the following email fidicgam2020@fidic.org to be received by the Secretariat no later than 10 days prior to the GAM from the email address registered with the delegate nomination, in accordance with By-Law IV (4) and COVID 19 Ordinance 2.

As stated in Article 5 of the Statutes, Member Associations who are “more than one year in arrears with payment of its annual subscription shall not be entitled to vote.”

As indicated in By Law IV (5) the President will appoint two delegates from among those Associations which do not have a nominee on the ballot form to count the votes. All ballot forms will be secured in an access-controlled folder for the delegates to count. The delegates shall meet with the assistance of the FIDIC Secretariat using internet-based conferencing to count the votes. The results will be announced at the GAM.

We hope you will all stay healthy and that you will exercise your voting rights.
FIDIC Board Decisions

Resolution by correspondence in accordance with the FIDIC By-Laws V (4)

<table>
<thead>
<tr>
<th>FIDIC Board Member</th>
<th>Reply:</th>
<th>Date:</th>
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<tbody>
<tr>
<td>William Howard (President)</td>
<td>In favour</td>
<td>24.04.2020</td>
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<tr>
<td>Anthony Barry (Vice President)</td>
<td>In favour</td>
<td>24.04.2020</td>
</tr>
<tr>
<td>Liu Luobing (Vice President)</td>
<td>In favour</td>
<td>23.04.2020</td>
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<tr>
<td>Gavin English (Treasurer)</td>
<td>In favour</td>
<td>22.04.2020</td>
</tr>
<tr>
<td>Reyes Juárez</td>
<td>In favour</td>
<td>21.04.2020</td>
</tr>
<tr>
<td>Aisha Nadar</td>
<td>In favour</td>
<td>22.04.2020</td>
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<tr>
<td>Mark Pehlig</td>
<td>In favour</td>
<td>21 Apr 2020</td>
</tr>
<tr>
<td>Luis Villarroya</td>
<td>In favour</td>
<td>23.04.2020</td>
</tr>
<tr>
<td>Sarwono Hardjomuljadi</td>
<td>In favour</td>
<td>22.04.2020</td>
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</tbody>
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Summary of Board decisions

In accordance with the FIDIC Statutes and By-Laws and the Swiss Federal Council Ordinance on Measures to Combat the Coronavirus (COVID-19) issued on 13 March 2020 (COVID-19 Ordinance 2) the FIDIC Board adopt the following resolutions by correspondence:

a. The FIDIC General Assembly Meeting shall be held at 12:00 CET on 15 September 2020 in an online format
b. The voting for general resolutions shall be conducted on-line on a platform to be advised and established by the Secretariat
c. The voting for the election of Board Members shall be held by ballot with all votes to be received either:
   i. by postal vote no later than 10 days prior to the GAM as described in By Law IV (4), or
   ii. in writing by sending duly signed and scanned documents to the following email: boardelections2020@fidic.org to be received no later than 10 days prior to the GAM from the email address registered with the delegate nomination, in accordance with By-Law IV (4) and COVID 19 Ordinance 2.
d. The above Notice of Meeting, Agenda and Instructions shall be issued by the Secretariat no later than 24 April 2020.

The fundamental reasons for the decisions are that it will not be possible to hold the General Assembly Meeting in person in Geneva this year and in accordance with the requirements of the COVID-19 Ordinance 2, issued by the Swiss Federal Council on 13 March 2020, subject to FIDIC Board decision and notification to Member Associations by 26 April 2020, the 2020 FIDIC General Assembly Meeting (GAM) can be held on-line on 15 September, 2020 and delegates may exercise their voting rights in writing or electronically.
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