



**Minutes of the Meeting of the WINIR Ltd Board of Directors and the
WINIR Council**

**In Boston Seaport Hotel, Boston, MA, USA, 2 September 2016, 08.30-12.00
local time.**

	ACTION
<p>1 Attendance: Katharina Pistor (President), David Gindis (Publicity Officer), Geoff Hodgson (Secretary), Bas van Bavel, Klaus Nielsen.</p> <p>Apologies for absence: Marie-Laure Djelik, Francesca Gagliardi, Massimiliano Vatiere.</p> <p>Observers: Rutger Claassen, Vinny Logan, Linda Westerink.</p>	
<p>2 The minutes of preceding meeting of 10 Sept 2015 were approved.</p>	
<p>3 Matters arising from the minutes of the preceding meeting:</p> <p>Geoff Hodgson briefly commented on the policy of WINIR Sponsored Events. There were questions on whether it was working well and we need to be careful in the future.</p>	
<p>4 <i>The WINIR Directors' Report to WINIR Shareholders</i> (see Appendix A below) was noted.</p>	
<p>5 <i>The WINIR Structural Review 2016</i>, circulated to WINIR Shareholders (see Appendix B below) was noted.</p>	
<p>6 The minutes of 5 May meeting of WINIR Shareholders (see Appendix C below) was noted.</p>	
<p>7 Report of the Treasurer</p> <p>Accounts and other information had been received from Francesca Gagliardi. The 2014-15 accounts were available and had been filed. Events in financial year 2015-16 made a small surplus overall. In particular the Rio 2015 Conference had made small surplus and the Bristol 2016 Symposium had roughly broken even. But a big loss was now expected for the 2016 conference</p>	<p>Need to review WINIR</p>

	<p>that would eat up much of WINIR’s reserves. This loss was due to exchange-rate movements over Brexit and a lower-than-expected attendance from North America. It was agreed that both the 2017 Symposium in South African and the 2017 Conference in Utrecht would have to make surpluses for WINIR to remain viable.</p> <p>There was a discussions of possible turnover of the WINIR Officers in the future and the need for succession planning.</p>	<p>strategy, location of events, and possible turnover of WINIR Officers</p>
8	<p>The WINIR 2016 Conference in Boston, MA, USA</p> <p>Geoff Hodgson and David Gindis reported on preparations for the 2016 Conference – to start in the afternoon after the Council meeting. Generally the organisation of the event was going well with a good number of very promising papers.</p> <p>There was a strategic discussion on problems of attracting US delegates and WINIR members. The lack of interdisciplinary culture in US academia, and more limited interdisciplinary grant opportunities were noted. It was also pointed out that there is always heavy competition with other North American associations.</p>	<p>Need to develop additional ways of building the global WINIR network</p>
9	<p>Report of the Secretary on future WINIR Symposia</p> <ul style="list-style-type: none"> • A brief report was given on the 11-13 April 2017 Symposium in Johannesburg, South Africa on “The legacy of Ludwig Lachmann: interdisciplinary perspectives on institutions, agency and uncertainty”. Organising subcommittee: Geoff Hodgson, Francesca Gagliardi, David Gindis, Nobantu Mbeki, Giampaolo Garzarelli, Lyndal Keeton, Christopher Torr • It was decided to explore the possibility of a Symposium in April 2018 in Europe via Lisa Herzog on “Law, Finance and Ethics”? Katharina agreed to contact Herzog. 	<p>Organising subcommittee to proceed</p> <p>Katharina to contact Lisa Herzog</p>
10	<p>Report of the Secretary on future WINIR Conferences</p> <ul style="list-style-type: none"> • A brief report was given on the 14-17 Sept 2017 Conference in Utrecht, Netherlands on “Institutions and open societies”. Organising subcommittee: Geoff Hodgson, Francesca Gagliardi, David Gindis, Bas van Bavel, Rutger Claassen, Koen Frenken, Erik Stam. • A brief report was given on the 14-17 Sept 2018 Conference in Hong Kong, on “Institutions and the future of capitalism”. Constrain Chinese sessions with maximum quality. Organising subcommittee? • For the September 2019 Conference, it was decided to explore options in Europe, including Lund in Sweden and Thessaly in Greece. 	<p>Utrecht Organising subcommittee to proceed</p> <p>Hong Kong: WINIR Officers to proceed, with David Donald</p>

12	<p>Report of the Publicity Officer</p> <p>David Gindis gave a report on the numbers of WINIR members and 2016 Conference attendees, including detailed breakdowns by country.</p>	
13	<p>Constitutional Amendment 1 was proposed: [See Appendix D for an explanation. This amendment is recommended by shareholders of WINIR Ltd.]</p> <p>The existing clauses 6.2 and 6.3 read:</p> <p style="padding-left: 40px;">6.2 Elected members of the Council are requested to become directors of the legally incorporated organization (see Clause 1.2 above) on the condition that they resign their directorships when they are no longer members of the Council.</p> <p style="padding-left: 40px;">6.3 The Council shall consist of a President, Secretary, Treasurer, Publicity Officer and four other elected members.</p> <p>It is proposed that these clauses be changed and re-ordered as follows:</p> <p style="padding-left: 40px;">6.2 The Council shall consist of a President, Secretary, Treasurer, Publicity Officer and four other elected members. The President, Secretary, Treasurer, Publicity Officer shall be referred to as “Officers” of the Network.</p> <p style="padding-left: 40px;">6.3 All Officers are required, and other elected (but not co-opted) members of the Council are invited, to become directors of the legally incorporated organization (see Clause 1.2 above), on the condition that they resign their directorships when they are no longer members of the Council.</p> <p>This proposal was agreed unanimously, for presentation at the WINIR Membership Meeting on 3 September.</p>	<p>Proposal to be tabled at the WINIR Membership Meeting</p>
14	<p>Constitutional Amendment 2 was proposed: [See Appendix E for an explanation. Proposed by Geoff Hodgson and seconded by Massimiliano Vatiro.]</p> <p>The existing clauses 7.5 and 7.6 read:</p> <p style="padding-left: 40px;">7.5 In the case of contested elections to the Council, each position shall be elected according to the alternative vote system, with candidates with the lowest number of first preferences being eliminated one by one, and the next valid preferences of those eliminated being progressively added onto the vote of the remaining candidates, until one candidate has more than 50 per cent of the votes.</p>	

	<p>7.6 In the event of unfilled vacancies on the Council, or of vacancies caused by resignation, then the Council may call a by-election if desired.</p> <p>It is proposed that existing 7.5 and 7.6 be replaced by the following:</p> <p>7.5 In the case of a contested election for an Officer position on the Council, the approval voting system shall apply. Members will be asked to indicate whether they approve for each candidate for each position. Members may indicate approval for any number of candidates, for any position. In regard to each Officer position, the candidate with the highest number of approvals will be elected.</p> <p>7.6 In the case of five or more candidates for the four non-Officer positions on the Council, a weighted voting system will apply. Members will be asked to vote for up to four candidates, by indicating their first (1), second (2) third (3) and fourth (4) preferences. Members may not express the same preference for more than one candidate and must vote in order of preference. Not all four preferences need to be used. After the ballot closes, first-preference votes will be given a weight of 1.6, second-preference votes a weight of 1.2, third-preference votes a weight of 0.8, and fourth-preference votes a weight of 0.4. The four candidates with the highest aggregate weighted votes will be elected.</p> <p>7.7 In the event of unfilled vacancies on the Council, or of vacancies caused by resignation, or for any other reason, then the Council may call a by-election if desired.</p> <p>7.7.1 In the case of a contested by-election for a vacant Officer position, Clause 7.5 shall apply.</p> <p>7.7.2 In the case of a contested by-election for N vacant non-Officer positions on the Council, where N is one or greater, members will be asked to vote for up to N candidates, without expressing any order of preference. Not all N votes need to be used. After the ballot closes, the number of votes allocated to each candidate will be calculated. The votes shall count equally and not be weighted. The N candidates with the highest aggregate votes will be elected.</p> <p>This proposal was agreed unanimously, for presentation at the WINIR Membership Meeting on 3 September.</p>	<p>Proposal to be tabled at the WINIR Membership Meeting</p>
15	<p>Co-option to Council</p> <p>It was proposed and agreed to co-opt David Donald as a member of the WINIR Council from 1 Nov 2016 to 31 Oct 2018, under the provisions of Clause 6.9 of the WINIR Constitution.</p>	<p>Geoff Hodgson to write to David Donald</p>

16	<p>Remuneration for Officers</p> <p>It was proposed to remunerate three WINIR Officers as follows:</p> <p>“From 1 Sep 2016, the following WINIR officers shall be remunerated with annual small honoraria reflecting the large amount of additional work undertaken: Secretary £2000 p.a., Treasurer £2000 p.a., Publicity Officer £2000 p.a. All payments to WINIR officers shall be reviewed annually.”</p> <p>The above now replaces Clause 1 in WINIR’s <i>Policy on Remuneration and Expenses for Members of the WINIR Council</i> (see Appendix F for amended version).</p> <p>The proposal was agreed: Katharina Pistor, Bas van Bavel and Klaus Nielsen voted in favour.</p> <p>David Gindis and Geoff Hodgson abstained and were absent from the meeting when the decision was made.</p>	Francesca Gagliardi to propose timing and frequency of payments and enact accordingly
17	<p>Review of the membership of the WINIR Scientific Quality Committee</p> <p>The SQC currently consists of Peter Boettke (George Mason), Simon Deakin (Cambridge), Timur Kuran (Duke), Uskali Mäki (Helsinki), Katharina Pistor (Columbia), Sven Steinmo (EUI), Wolfgang Streeck (MPI), with Geoff Hodgson as convenor.</p> <p>The following changes were proposed and agreed:</p> <p>To add: Bas van Bavel (Utrecht, history), Linda Weiss (Sydney, politics), Christel Lane (Cambridge, sociology).</p> <p>To remove: Peter Boettke, Timur Kuran.</p>	Geoff Hodgson to write to Bavel, Weiss, Lane, Boettke and Kuran
18	I was agreed to hold the next meeting in Utrecht on Thursday 14 Sept 2017	

APPENDIX A



President: Katharina Pistor, Columbia Law School,
Columbia University, New York, USA

Secretary: Geoffrey M Hodgson, Hertfordshire Business
School, University of Hertfordshire, UK

Treasurer: Francesca Gagliardi, Hertfordshire Business
School, University of Hertfordshire, UK

April 2016 Report by the Board of Directors to the Shareholders

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- 2. WINIR Membership Recruitment**
- 3. Planned WINIR Events**
- 4. Company Finances**
- 5. Conclusion**

The World Interdisciplinary Network for Institutional Research Ltd (WINIR Ltd) started trading on 1 September 2013. This report covers activities from 1 January 2015 to 19 April 2016.

1. The Directors

On 1 January 2015, WINIR Ltd had the following directors: Francesca Gagliardi (Treasurer), David Gindis (Publicity Officer), Geoff Hodgson (Secretary), Kainan Huang, Klaus Nielsen, Ugo Pagano, and Katharina Pistor (President).

On 1 March 2016 Kainan Huang and Ugo Pagano stood down as directors and were replaced by Bas van Bavel and Massimiliano Vatierno.

The directors have continued to make decisions by email discussion and vote. The second face-to-face meeting of the Board of Directors took place in Rio de Janeiro in Brazil, on 10 September 2015.

The other principal decisions and activities of the directors have concerned the organisation of future symposia and conferences. These are addressed in the following sections.

2. WINIR Membership Recruitment

In the first year since its launch in October 2013, the individual membership growth of WINIR (the association) grew spectacularly, reaching a peak of 538 in October 2014, indicating strong global interest in institutional research. Subsequently, there has been some leakage due to non-renewal of membership. But WINIR has also attracted new recruits, particularly through registration for upcoming events.

On 31 December 2014 WINIR membership was 412. On 31 December 2015 there were 435 members. On 19 April 2016 membership was 495.

This makes WINIR bigger than several other prominent associations, including AFEE, AHE, ASE, and EAEPE.

WINIR association membership brings access to the e-version of the *Journal of Institutional Economics* (JOIE).

3. Past WINIR Events, from 2015

The multi-disciplinary Scientific Quality Committee (SQC) continues to monitor the quality of WINIR events. It currently consists of Peter Boettke (George Mason), Simon Deakin (Cambridge), Timur Kuran (Duke), Uskali Mäki (Helsinki), Katharina Pistor (Columbia), Sven Steinmo (EUI), and Wolfgang Streeck (MPI), with Geoff Hodgson as coordinator. The composition of the SQC will change from time to time.

WINIR Symposium in Lugano, Switzerland, 22-24 April 2015

Title: 'The Nature and Governance of the Corporation'. The organising subcommittee for this symposium was Francesca Gagliardi, David Gindis Geoff Hodgson, Ugo Pagano, Massimiliano Vatiro and Marcello Puca. 80 delegates from many countries attended and there were four excellent keynote speakers. This event made a small financial surplus.

WINIR Conference in Rio de Janeiro, Brazil, 10-13 September 2015

Title: 'Institutions, Development, and Globalization'. The organising subcommittee for this conference was Ana Castro, David Dequech, Francesca Gagliardi, David Gindis and Geoff Hodgson. This conference had three keynote speakers and an attendance of 203. The conference was held in the Windsor Atlantica Hotel in Copacabana in Rio. Vinny Logan for Vivarais Enterprises Ltd acted as Events Manager, on a paid consultancy basis. This event made a small financial surplus.

WINIR Symposium in Bristol, UK, 4-6 April 2016

Title: 'Property Rights'. The organising subcommittee for this symposium was Francesca Gagliardi, David Gindis Geoff Hodgson, Paddy Ireland, Jeremy Green, Gregory Schwartz and Tilman Hartley. 88 delegates from many countries attended and there were three excellent keynote speakers. Vinny Logan for Vivarais Enterprises Ltd acted as Events Manager, on a paid consultancy basis. This event made a small financial surplus.

A delegate feedback form for quality evaluation was used in the Greenwich 2014 Conference, the Rio 2015 Conference and the Bristol 2016 Symposium. This has proved useful in detecting areas of strength and weakness. Overall, WINIR is getting good positive feedback on the quality of its event organisation. Perceived below-par outcomes included the quality of keynote presentations at the Rio Conference. This process of delegate feedback has been useful in focusing on relative weaknesses and promoting remedial action.

4. Planned Future WINIR Events

The following WINIR events are planned, in chronological order:

WINIR Conference in Boston, USA, 2-5 September 2016

Title: 'Institutions and Human Behavior'. A contract has been signed with a Boston Hotel for accommodation and meeting rooms. It is timed over the Labor Day weekend. The organisers of this conference are Francesca Gagliardi, David Gindis, Geoff Hodgson and Richard Langlois. Five keynote speakers have agreed to come. An attendance of 200-250 is anticipated.

WINIR Symposium in Johannesburg, South Africa, 11-13 April 2017

Title: 'The legacy of Ludwig Lachmann: interdisciplinary perspectives on institutions, agency and uncertainty'. The University of Witwatersrand has agreed to host the Symposium. The organisers of this conference are Francesca Gagliardi, David Gindis, Geoff Hodgson, Nobantu Mbeki, Giampaolo Garzarelli, Lyndal Keeton and Christopher Torr. Three keynote speakers have agreed to come.

WINIR Conference in Utrecht, Netherlands, 14-17 September 2017

Title: 'Institutions and Open Societies'. The University of Utrecht will host this conference. It has the study of institutions as one of its 14 over-arching research themes. Four keynote speakers have agreed to come. The organising subcommittee for this conference is Bas van Bavel, Rutger Claassen, Koen Frenken, Francesca Gagliardi, David Gindis, Geoff Hodgson, and Erik Stam.

WINIR Conference in Hong Kong, mid-September 2018

Title: 'Institutions and the Future of Capitalism'. The Chinese University of Hong Kong has agreed to host the Symposium. Other arrangements for this conference are in progress.

Company Finances

WINIR Ltd accounts have been submitted to Companies' House and HRMC for the first year – 1 September 2013 to 31 August 2014. Accounts for 1 September 2014 to 31 August 2015 are still in preparation. WINIR Ltd has become complex in accounting terms, and responsibility for the accounts from September 2014 has been contracted with Visionary Accountants, who are based in St Albans.

Based on the preliminary cash flow analysis below conducted by the Company Treasurer the directors believe that WINIR is in a viable financial position, with a stable income basis from membership recruitment and events.

Cash Flow Statement at 31 August 2015

	(£)	(£)
Revenue from memberships		18,215.00
Revenue from 2015 symposium registrations		16,020.00
Revenue from 2015 conference registrations and hotel rooms		64,630.00
Millennium dividends		5,750.00
Bank interest		5.75
FEED loan		<u>2,500.00</u>
		107,120.75
WINIR 2014 Conference expenses for keynotes and event team	(4,833.19)	
WINIR 2015 Symposium costs	(11,403.00)	
WINIR 2015 Conference venue and hotels*	(23,812.00)	
AV equipment for WINIR 2015 Conference	(4,208.01)	
Stage hire for WINIR 2015 Conference	(820.00)	
PayPal fees	(4,173.52)	
Corporation tax	(4,122.00)	
CUP for JOIE	(3,947.98)	
FEED loan repayment	(2,719.88)	
Annual return	(13.00)	
Event management fees	(2,590.06)	
Travel expenses	(229.79)	
Publicity campaigns	(410.67)	
Website domain	(23.98)	
Bank charges	(339.60)	
		<u>(63,646.68)</u>
Cash balance		43,474.07

* Pre-payments of £26,430 have been made in 2013-14.

5. Conclusion

The WINIR network has expanded rapidly. It has organised four major international events in the past and several events have been planned in the future. WINIR Ltd finances are in a sound condition.

Signed on behalf of the directors of WINIR Ltd

A handwritten signature in black ink that reads "Geoff Hodgson". The signature is written in a cursive style with a long, sweeping underline that extends to the right.

Geoff Hodgson
Company Secretary
19 April 2016



World Interdisciplinary Network for Institutional Research

2016 Structural Review

A Report to the Shareholders and Directors of WINIR Ltd

This report reviews the composite structure of WINIR Ltd and WINIR, as set up in 2013. It also notes that workload of WINIR Officers has increased. It concludes that no serious problems have been encountered and, on the whole, the structure is working well. Some small changes are suggested for consideration by the appropriate authorities.

The structure of the WINIR composite organism

Like the lichen that we find on trees (which combine algae with fungi), WINIR is a composite organism, being a symbiosis of two different structures:

- **WINIR Ltd** – a UK-registered company with shareholders, incorporated in June 2013 and governed by its Articles of Association. This installs shareholder sovereignty under UK company law. The WINIR Ltd Articles of Association are currently the Companies House *Model Articles for Private Companies Limited by Shares*.
- **WINIR** – a non-profit association of members with a Constitution, as inaugurated by its members in September 2014. This installs membership sovereignty, albeit constrained by the rules and laws governing WINIR Ltd.

A corporation (WINIR Ltd) was created partly because the organisation negotiates substantial contracts internationally, with hotels, suppliers and other organisations. It was envisaged that a registered company would have more credibility in such cross-country negotiations. This supposition has been confirmed by experience.

But, in addition, it was important to create a membership association, to build up the WINIR network, and to provide privileged membership access to the *Journal of Institutional Economics*.

The following arrangements exist between the two structures:

1. The WINIR membership elects the WINIR Council. All WINIR Council members are asked to be directors of WINIR Ltd, subject to the approval of the shareholders of WINIR Ltd. All new

directors of WINIR Ltd must agree to resign their directorships when they cease to be members of the WINIR Council.

2. Millennium Economics Ltd is the founding shareholder of WINIR Ltd. In addition, every paying life members of WINIR has the option of converting their payment for life membership into shares in WINIR Ltd.
3. WINIR Ltd has a bank account. WINIR Ltd collects and retains the WINIR membership fees for WINIR. WINIR Ltd charges WINIR fees for membership services. (I have asked the new WINIR accountants to confirm the viability of this particular arrangement. If they advise against it, then this arrangement will be ended, while the composite structure will remain in other respects, concerning sovereignty and decision-making.)

The composite structure in practice

In regard to (2) above: there are two paying life members of WINIR (Giampaolo Garzarelli and Geoff Hodgson) and both have elected to become £500 shareholders in WINIR Ltd. Millennium Economics Ltd holds another £500 of shares in WINIR Ltd. There have been annual meetings of shareholders of WINIR Ltd, where reports have been received from the directors. No problems or controversies have arisen with this arrangement.

In regard to (1) above: all past and present WINIR Council members have been or are directors of WINIR Ltd, with the exceptions of Ana Castro (professors at public universities in Brazil are not allowed to become company directors), and Anne-Laure Djelic (who has not responded to the invitation to be a director).

Consequently most, but not all, members of the WINIR Council have been directors of WINIR Ltd. There may be future cases of a close vote on a controversial decision that would be passed (or defeated) by the vote of WINIR Ltd directors, but not by the vote of WINIR Council members. In these cases, if the finances or integrity of WINIR Ltd are affected, then by law the vote of the directors must prevail. But so far, in practice, this problem has not arisen.

The main activities of the WINIR Council have concerned the organisation of WINIR events, particularly conferences and symposia. In 2014 there was the first WINIR conference. In 2015 there was a symposium and a conference. 2016 and 2017 will each also see a symposium and a conference, and four of these events began to be organised two or more years in advance. Yet another conference is in the process of organisation for 2018. The event-planning horizon means that, at any point in time, WINIR is planning about five future events.

A practice has been adopted where each WINIR event has an organising subcommittee, which reports to the WINIR Council. So far, the WINIR Secretary, WINIR Treasurer, and WINIR Publicity Officer have been members of all these subcommittees.

In addition, WINIR hires the Event Organisation services of Vinny Logan (of Vivarais Enterprises Ltd), on a consultancy basis. Vinny helps with the detailed, on-site, practical organisation of WINIR events. All matters of finance, publicity and academic content have been handled by the WINIR Treasurer, WINIR Publicity Officer and WINIR Secretary.

So far, WINIR conferences have typically involved about 200 attendees and WINIR symposia about 90 attendees. These numbers are likely to trend upwards in the future.

An upshot of all this is that a considerable amount of work has been devolved upon the WINIR Secretary, WINIR Treasurer, and WINIR Publicity Officer. They are each involved in planning about five WINIR events at any one time and all this takes a great deal of time.

Some possible minor adjustments

Adjustment 1

Given the responsibilities and workload of the WINIR Officers, a slight change of wording of Clauses 6.2 and 6.3 of the WINIR Constitution are recommended. The existing clauses read:

6.2 Elected members of the Council are requested to become directors of the legally incorporated organization (see Clause 1.2 above) on the condition that they resign their directorships when they are no longer members of the Council.

6.3 The Council shall consist of a President, Secretary, Treasurer, Publicity Officer and four other elected members.

It is suggested that these be re-worded and re-ordered as follows:

6.2 The Council shall consist of a President, Secretary, Treasurer, Publicity Officer and four other elected members. The President, Secretary, Treasurer, Publicity Officer shall be referred to as "Officers" of the Network.

6.3 All Officers are required, and other elected (but not co-opted) members of the Council are invited, to become directors of the legally incorporated organization (see Clause 1.2 above), on the condition that they resign their directorships when they are no longer members of the Council.

The suggestion here is that the WINIR Ltd Shareholders forward these suggested amendments to the WINIR Council. If agreed by the WINIR Council, the above amendments will be proposed to the WINIR members and processed according to the WINIR Constitution.

Adjustment 2

In addition, the following resolution is suggested for the next meeting of the WINIR Shareholders, on 5 May 2016 (by Skype):

"From the beginning of WINIR's current financial year (1 Sep 2015), this General Meeting of WINIR Ltd accepts in principle that the Officers (President, Secretary, Treasurer, and Publicity Officer) of the company may receive small annual honoraria, in addition to agreed expenses, for their work. These honoraria will be token, rather than adequate payment for the amount of work and responsibility involved. The levels of these token honoraria must be set by the directors of WINIR Ltd and reviewed annually. Information on such remunerations should be made available to the members of the WINIR association."

Note that this would be a declaration in principle. It is up to the directors of WINIR Ltd to determine and review these honoraria,

Adjustment 3

Finally, while the composite structure of WINIR has complications, its benefits could be further enhanced. The dual structure provides checks, balances and countervailing power. Officers and other directors of WINIR Ltd are under the scrutiny of both WINIR Ltd shareholders and WINIR members, helping to ensure the smooth and proper running of the association.

Furthermore, because the shareholders have ultimate control of the assets, this system of countervailing power could discourage the sort of civil wars experienced within some membership associations. A greater number and diversity of shareholders could make the shareholders to become more reflective of the longstanding WINIR membership. Existing or past WINIR Officers should also be encouraged to be life members and WINIR shareholders.

Geoff Hodgson

Secretary of WINIR Ltd

25 April 2016



World Interdisciplinary Network for Institutional Research

Minutes of the Third General Meeting of Shareholders

Time – 09:00 EST; 14:00 BST; 15:00 CET 5 May 2016, by Skype

1. Attendance: Katharina Pistor (Chair). David Gindis, Francesca Gagliardi, and Klaus Nielsen (representatives of Millennium Economics Ltd). Geoffrey Hodgson, Giampaolo Garzarelli (shareholders).
2. The minutes of the preceding shareholders' meeting of 15 January 2015 were approved. There was no matter arising.
3. The written April 2016 Report from the Secretary on behalf of the WINIR Directors was noted.
4. WINIR 2016 Structural Review.

Note written document dated 25 April 2016 and its recommendations.
Proposals (a) and (b) emanate from this document:

(a) *Constitutional amendment for recommendation to the WINIR COUNCIL:*

Existing Clauses 6.2 and 6.3 of the WINIR Constitution read:

6.2 Elected members of the Council are requested to become directors of the legally incorporated organization (see Clause 1.2 above) on the condition that they resign their directorships when they are no longer members of the Council.

6.3 The Council shall consist of a President, Secretary, Treasurer, Publicity Officer and four other elected members.

It is suggested that these be re-worded and re-ordered as follows:

6.2 The Council shall consist of a President, Secretary, Treasurer, Publicity Officer and four other elected members. The President, Secretary, Treasurer, Publicity Officer shall be referred to as “Officers” of the Network.

6.3 All Officers are required, and other elected (but not co-opted) members of the Council are invited, to become directors of the legally incorporated organization (see Clause 1.2 above), on the condition that they resign their directorships when they are no longer members of the Council.

These recommended changes to the constitution were agreed unanimously and will be forwarded to the WINIR Council.

(b) *Resolution:*

“From the beginning of WINIR’s current financial year (1 Sep 2015), this General Meeting of WINIR Ltd accepts in principle that the Officers (President, Secretary, Treasurer, and Publicity Officer) of the company may receive small annual honoraria, in addition to agreed expenses, for their work. These honoraria will be token, rather than adequate payment for the amount of work and responsibility involved. The levels of these token honoraria must be set by the directors of WINIR Ltd and reviewed annually. Information on such remunerations should be made available to the members of the WINIR association.”

(Note that this is a declaration *in principle*. It is up to the directors of WINIR Ltd to determine and review these honoraria.)

This resolution was agreed unanimously.

5. There was no other business. The meeting closed at 15:06 CET.

APPENDIX D

Explanation of Constitutional Amendment 1. (Clauses 6.2-6.3.)

This is a fairly minor amendment, but still worthy of an explanation.

WINIR and WINIR Ltd have a composite structure, involving both an association and a company. The association is governed by this constitution and a Council elected by WINIR members. The existing Clauses 6.2 and 6.3 stipulate that elected Council members should be *asked* to become directors of WINIR Ltd. It was not stipulated as a *requirement*, because academics employed by some universities (e.g. in Brazil) are not allowed to become directors of private companies.

The proposed amended Clauses 6.2 and 6.3 change this, by *requiring* that all four WINIR Officers become directors of WINIR Ltd and inviting other members of the WINIR Council to become directors, if they wish, but without any suggestion that it is expected of them. The reason for this change is that the workload and responsibilities of the WINIR Officers have increased dramatically since the formation of WINIR in 2013, with a much increased financial turnover. It is important that WINIR Officers take full responsibility for the assets and finances of WINIR Ltd, under company law.

APPENDIX E

Explanation of Changes to the System of Voting for the WINIR Council (Proposed Constitutional Amendment 2. New Clauses 7.5-7.7.)

The existing system of voting for membership of the WINIR Council gives rules for the election by WINIR members of the four WINIR Officers (President, Secretary, Treasurer and Publicity Officer) and four other WINIR Council members. It consists of two Clauses (7.5 and 7.6), where a single transferable vote (or alternative vote) system (clause 7.5) governs the election of both Officers and ordinary Council members. The existing Clause 7.6 allows by-elections in the event of a resignation. The main focus here is on Clause 7.5

The disadvantage of the existing system became evident in the 2016 election for four ordinary positions on the Council. There were six candidates for four places. According to the existing rules in 7.5, the candidate with the lowest number of first preferences in his favour was eliminated. First preference votes for this eliminated candidate were inspected to determine the expressed second preferences. These second-preference votes were then added to the remaining candidates. Then the candidate with the lowest number of first preferences plus reallocated second-preferences was eliminated. These two eliminations determined the successful four candidates.

The disadvantage of this system is that for most voters, only their first preferences counted. The single transferable vote system works well when the ratio of candidates to available places is high. With many more candidates than places, a larger number of elimination rounds are required, and it is likely that more preferences expressed by voters will count. The single transferable vote system does not work well when there are only slightly more candidates than available places.

Turning to the voting system for the four WINIR Officers, the problems here are less serious, but the Council suggests we take the opportunity to make an improvement. The single transferable vote is widely criticised by experts on voting systems. See:

<https://www.youtube.com/watch?v=vawkZJyYDNs&feature=youtu.be>

For the meaty bit, you may skip the first 36 minutes of this video.

Instead, we propose the approval voting system. See:

https://en.wikipedia.org/wiki/Approval_voting

Hence it is proposed to have different systems for (1) elections to Officer positions and for (2) elections to non-Officer positions on the Council.

Concerning approval voting for the Officer positions, members will be asked to indicate whether they approve for each candidate for each position. Members may indicate approval for any number of candidates, for any position. In regard to each Officer position, the candidate with the highest number of approvals will be elected.

Concerning the election of non-officer positions on the Council, we propose a weighed voting system. It is an improvement on preceding rules because all four votes cast by members will count, in contrast to the preceding system where in many cases only first preferences count.

The new Clause 7.7 gives the rules that apply to by-elections to the Council, which may be caused by resignation or another reason. By-elections are expected to be rare, but it is important to have adequate rules in place.

These amendments have the advantage that membership votes and preferences count to greater effect.

APPENDIX F

Amended Policy on Remuneration and Expenses for Members of the WINIR Council

As Amended on 2 September 2016.

The following guidelines apply to the WINIR Council, Directors of WINIR Ltd, and WINIR Officers:

1. From 1 Sep 2016, the following WINIR Officers shall be remunerated with annual small honoraria reflecting the large amount of additional work undertaken: Secretary £2000 p.a., Treasurer £2000 p.a., Publicity Officer £2000 p.a. All payments to WINIR officers shall be reviewed annually.
2. Members of the WINIR Council may receive expenses in connection with their work as Council members or as Directors of WINIR Ltd, as long as the principle and limit are approved in advance by the Council and the right to any claim is approved by the Treasurer. Full receipts for expenses shall be lodged with the Treasurer.
3. Members of the WINIR Council may receive expenses in connection with their attendance at meetings of the WINIR Council, or of meetings of the Board of Directors of WINIR Ltd, as long as the principle and limit are approved in advance by the Council and the right to any claim is approved by the Treasurer. Full receipts for expenses shall be lodged with the Treasurer.
4. WINIR Officers may receive fee waivers for WINIR events (conferences, symposia, seminars or sessions), plus economy-class travel expenses to and from those events, if they are unemployed, or there is no means of obtaining payment for these expenses from their employers, or if their employers have awarded (or are expected to approve) an annual budget for conference attendance that is less than £2000. The principle, right and limit of any claim must be approved in advance by the Council as a whole. Full receipts for expenses shall be lodged with the Treasurer. Any such fee-waivers and expenses should be regarded as a gesture in recognition of substantial unpaid voluntary work for WINIR by its Officers.
5. In exceptional cases, as a gesture in recognition of substantial unpaid voluntary work for WINIR, a Council member who is not an Officer may receive a fee waiver for a WINIR event (conference, symposium, seminar or session), plus economy-class travel expenses to and from this event, if they are unemployed, or there is no means of obtaining payment for these expenses from their employers, or if their employers have awarded (or are expected to approve) an annual budget for conference attendance that is less than £2000. The principle, right and limit of any claim must be approved in advance by the Council as a whole. Full receipts for expenses shall be lodged with the Treasurer.