



## International Distribution Institute

### **STRUCTURE AND ORGANISATION OF IDI**

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#### **The legal structure**

The IDI Project is carried out by two organisations:

- (1) An **association**, called «**International Distribution Institute**» (hereafter "the Association"), grouping the **IDI members** (i.e. those who subscribe the services), the **country experts** (i.e. those who write the country reports and are responsible for the information regarding their country) and the **founders** (i.e. those who have taken the initiative of the project);
- (2) A **limited liability company, IDI Project s.r.l.** (hereafter "the IDI Company"), incorporated under Italian law, entrusted with the management of the commercial activities of the Association.

The **IDI Company** carries out all the activities of the project (setting up and management of the site, editing of the materials, organisation of the annual conference, etc.) and bears all expenses sustained by the Association, in conformity with the contract entered into between the Association and the IDI Company. In carrying out its activities the Company follows the guidelines and directions given by the Association.

Both the Association and the Company have been established on June 14, 2004.

The Association is managed by a **Council** composed of the five founders and two representatives of the Country Experts.

The Association has a 10% shareholding in the IDI Company and the right to appoint one of the members of the board of the Company, chosen by the board of the country experts.

#### **The IDI members**

The IDI services are intended mainly for the following categories of users:

- Parties to distribution contracts: principals, agents, suppliers (exporters), distributors, franchisors and franchisees, etc.;
- Consultants to the above parties: lawyers, accountants, export trade experts;
- In-house counsels, lawyers of associations, etc.;
- Arbitrators engaged in distribution law;

- Academics, professors.

The IDI Project aims at becoming a reference for **both «sides»** of distribution contracts: agents and principals, distributors and suppliers, franchisees and franchisors. This is why the services offered will be in principle neutral (i.e. they will not take into account the sole interest of one of the parties). As regards the **model contracts**, where neutrality is not always desired by the users, IDI provides three different options: contracts made in the interest of one of the parties and balanced ones. So, for example, there are three models agency agreement: agent-friendly; principal-friendly and balanced.

The basic philosophy of IDI is to establish a **close link with the users** (subscribers of the site), who are part (as ordinary members) of the Association and thus participate to the annual meeting and are given the opportunity to express their views and discuss them with the council members and the country experts. On the same line, IDI will favour forms of cooperation between members, like exchange of information (e.g. court cases, clauses found in contracts submitted by other parties).

### **The country experts**

The country experts, i.e. **highly qualified professionals** responsible for the information regarding their country, play a substantial role in the carrying out of the project, since their contribution (country reports, other information, possible assistance to users needing legal advice) is essential for making IDI an essential tool for distribution law practitioners.

As a general rule, the country experts are chosen between attorneys specialised in assisting potential users in contractual matters and litigation, having specific experience in distribution law, in order to make sure the information they give meets the practical needs of the members. Also other categories (e.g. university professors with practical expertise in distribution matters, officers of business associations) have been included where this appeared necessary or useful.

The main task of the country experts is to prepare the **country reports on commercial agency and distribution contracts** (expert for agency and distribution), as well as **on franchising** (expert for franchising) and to keep them updated. At a later stage further contracts (e.g. franchising) may be considered. In addition, the country experts are required to **translate two model contracts (short forms) into their own language** (only expert for agency and distribution) and **to provide all important information on agency, distribution and franchising issues** in their country (which information is published in the IDI monthly newsletter as well as in the relevant national case-law section of the IDI website). The country experts also take an active part in the development of IDI by suggesting improvements or modifications to the various IDI tools: model contracts, report forms, etc.

Finally, the country experts are often asked to give a speech during the IDI Annual Conference.

At present the experts are **more than 90**.

The country experts are *de jure* **members of the IDI Association**. The board of the country experts appoints **two members of the Council** of the Association. Furthermore, one of the members appointed by the board of the Country Experts in the Council will also be appointed as member of the board of the IDI Company.

### **The IDI Council**

The Council of the Association is the **managing body** of the association. It decides the activities of the association, it appoints the country experts it agrees with the IDI Company the details of the services to be offered on the IDI website. Members of the Council are the five «founders» of the Association and two country experts appointed by the board of the country experts.

At present the Council members are:

- Fabio Bortolotti (Italy), president of IDI
- Didier Ferrier (France), vice-president of IDI
- Silvia Bortolotti (Italy), secretary general of IDI
- Marco Hero (Germany)
- Jaap van Till (Netherlands)

The two council members currently representing the country experts are:

- Edward Miller (Chairman of the board of country experts)
- Ingrid Meeussen (Vice-chairman of the board of country experts)

### **The Editorial Board**

The day-to-day management is entrusted to the editorial board, composed of:

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