

**Federation of the Parents' Associations of the European Schools of
Luxembourg (FAPEEEL)**

EXTRAORDINARY GENERAL MEETING

28 February 2018 19:00-20:00

Studio, Administration Building, European School Luxembourg 2 Mamer

APPROVED MINUTES

Number of votes: 29 members present and 40 proxy votes = 69 votes in total.

1. Adoption of the Agenda

The meeting began at 19:11.

John Coughlan (JC), Secretary General, opened the meeting and presented the other members of the Executive Board: André Schmutz (ASz), Deputy Secretary General; Philip Taylor (PT), APEEEL1 President; Delphine Ballaguy (DB), APEEEL2 President; Achim Schaefer (ASc) and Luc Dupont (LD), co-treasurers.

Directors M. Wedel and Mr. Lufi from Luxembourg I were thanked for their attendance at the meeting.

The following documents were handed out to all members present:

- The minutes of the AGM of 07/11/2017
- The agenda for the EGM of 28/02/2018
- The proposal for the amendment of the Statutes in accordance with the Resolution on the future of FAPEEEL adopted at the AGM of 7 November 2017

One item was added to the agenda: to appoint a teller to replace the one from APEEEL2 appointed at the AGM and who was not present.

The agenda was adopted unanimously.

2. Approval of the minutes of the last General Meeting (07 November 2017)

The minutes were approved unanimously.

3. Appointment of a replacement teller

JC asked for a volunteer to replace the teller from APEEEL2 appointed at the AGM in November 2017 and who was not present. Claudia Lange volunteered to act as Teller. The teller from APEEEL1 was present at the meeting (Outi Sjöholm).

4. Proposal for the amendment of the Statutes in accordance with the Resolution on the future of FAPEEEL

JC shared the background to the decision to revert FAPEEEL back to APEEEL1.

APEEE was first created in 1953 and it was the association that helped create the first European school and thus the whole European school system. It is important for many members to keep the link to the original association and to pay tribute to it.

In 2012 the decision was taken to convert APEEE to FAPEEEL and at the same time APEEEL1 and APEEEL2 were created.

Over the years FAPEEEL has become difficult to manage.

In 2015 a working group was set up to improve the structure and make it more efficient. The FAPEEEL Statutes were changed in line with the recommendations.

The changes were still not sufficient to please everyone, particularly APEEEL2, and in 2016-17 another working group was set up to look into splitting up FAPEEEL.

APEEEL1 now accepts the wish of APEEEL2 to have two completely separate associations, effectively moving from three associations to two. The resolution adopted at the AGM on 7 November 2017 reflected this and provides the basis for the change.

APEEEL2 pursued the change. APEEEL1 did not want to change as they were concerned that it would be disruptive and costly; but the proposal made at the AGM should keep these concerns to a minimum. The easiest way is to go back to the 2012 decision of creating a FAPEEEL and reverse it so that FAPEEEL goes back to APEEEL1. This effectively means that there will be two APEEEL1 associations running simultaneously until the 2012 APEEEL1 is dissolved at a future date. APEEEL2 will be independent from 1 September 2018 and have the freedom to run activities etc. as they see fit. APEEEL1 will have the continuity with the past and contracts for staff members.

The AGM on 7 November 2017 provided the resolution and framework for the change, and the EGM on 28 February 2018 is to start the procedure of converting the statutes from FAPEEEL to APEEEL1. This cannot be done without a quorum so there will be a need to be a second EGM later in the school year to have a definitive decision. At the same time, the Board will make a proposal to resolve the financial settlement (for monies left over in the bank account at the end of the year). The changes will become effective from September 2018.

JC invited the floor to address any questions or concerns that they had about the process.

Stefan Wunderlich from APEEEL2 stated that he was concerned about changing the statutes before the financial aspect had been concluded, in particular he was worried that once the statutes were changed from FAPEEEL to APEEEL1 that APEEEL1 would take all the money.

JC reassured him that the Statute changes cannot take effect without a second EGM and this is security for APEEEL2. He also clarified that FAPEEEL used to have a lot of money; but that over the years this has been consciously reduced by:

- Sums of money have been earmarked for APEEEL1 and APEEEL2 for specific projects.
- There was a decision taken to reduce the cost of extra-curricular activities
- Memberships have been transferred to the respective APEEELs.

Stefan Wunderlich asked about non-financial assets. JC confirmed the need to have an inventory but that many items are not owned by the FAPEEEL such as printers etc which are leased. He also confirmed that FAPEEEL have enlisted the help of a retired accountant who will look at services expenses and financial liabilities for the associations.

The question of what can members expect in terms of disruption and cost from the changes was asked.

JC replied that a lot of the risks surrounding costs were already occurring this year as we already have two extra-curricular coordinators in place (one for each association) and the secretariat should not change. There should be little impact on pupils attending the other school for activities and the numbers affected are not great. The greatest risk concerns the monitors who work in both schools – and coordination is paramount to ensure that timetables of activities are compatible.

Question from the floor: What is the business case behind this split? What will be better?

JC asked André Schmutz to answer. The current organisational structure of three associations will move to two smoother organisations, for example APEEEL2 had their EGM prior to this meeting and effectively this means that workloads are currently doubled. In this light it is important to note that all FAPEEEL and APEEEL Committee members are volunteers. The additional workload of obtaining approval from the other association for joint projects will disappear: there will only be one association for each school. The difficulties with FAPEEEL will disappear and it will be easier to manage.

Maria Haerdin Howat raised her hand to comment. She stated that she has a different picture and would have preferred if FAPEEEL were to stay. She has a different vision from André on how FAPEEEL works: objecting to the statement that APEEEL1 would have a say on financing APEEEL2 projects, this would only be the case if FAPEEEL were financing the project. However, she agreed that her conclusion in the end is the same regarding the future of the associations.

JC put forward the proposals for the changes in statutes. He explained that he would go through the changes step by step and then the voting would be completed at the end. There are two types of changes (to be highlighted as the statute changes are explained):

- Align current statutes from FAPEEEL to APEEEL1.
- Small changes proposed by APEEEL1 Management Committee who have taken the opportunity to make small adjustments.

(See Draft Statute document circulated by email to members on 22.02.2018)

The changes are to align FAPEEEL to APEEEL1 unless otherwise stipulated.

Article 2 paragraph C is a new change as the statement was too vague before.

Article 2 paragraph H are in the FAPEEEL statutes and will be kept in APEEEL1 statutes even if they are not there currently.

Section II Article 8, this is a correction to the existing statutes.

Section IV article 11 paragraph A, this is to introduce electronic voting for Management Committee elections.

Article 11 paragraph D, is to clarify an existing statement.

Article 11 paragraph F: Maternelle was added to Vice-president Pédagogie Primaire.

Article 11 paragraph G: This section is new and is meant to ensure the good functioning of the organisation. The organisation has salaries and contracts to be paid, and extra-curricular activities registration in September, and there needs to be management supervision during this period. The current system means that we have new Committee members joining at the beginning of the school year, which could lead to a delay in or positions not being filled. The amendment provides a backup just in case this happens. JC reiterated that this is as a backup only and cannot go past the end of September.

Article 11 paragraph J – the limit to be changed from 1000€ to 750€ to be in line with all other authorisation levels.

Voting

JC asked everyone if they had any comments, questions or suggestions. Voting will take place on individual amendments and then the complete proposed statutes.

Philip Taylor asked for clarity regarding proposals for amendments submitted in writing by APEEEL1 member Mr Tchipev and three other members prior to the EGM meeting. JC confirmed that he had responded to the points raised and expected Mr Tchipev to table his amendments at the meeting. Despite the fact that Mr Tchipev was not present, JC agreed that the original amendments submitted in writing be put to a vote at the EGM.

As a result, there were two amendments proposed at the meeting and seven additional amendments sent before the EGM, all of which were put forward for discussion and vote. (N.B. In the excerpts below, underlining indicates amendments proposed by the FAPEEEL Board in the version circulated to members in advance of the meeting, whereas **bold** indicates additional amendments proposed at or before the meeting.)

Proposal 1:

Maria Haerdin Howat suggested to add 'SWALS' to section 11 paragraph D. After a debate it was agreed that the proposed statement should read:

“le Comité peut coopter un observateur par section linguistique non représentée, ou provenant du groupe des étudiants sans section linguistique si ceci n’est pas représenté, qui participe aux débats sans droit de vote;”

This was put to a vote:

IN FAVOUR	68
ABSTENTION	1
AGAINST	0

Proposal 1 passed.

Proposal 2:

Maria Haerdin Howat proposed to add to article 11 paragraph G: the condition that the Management Committee members are still members of the association and their children have not graduated or left the school in the meantime. Philip Taylor confirmed that if you are not a member of the association you cannot sign anything for APEEEL1. It was agreed that the statement should read:

*‘ si la réunion constitutive du Comité de Gestion n’a pu avoir lieu avant le premier jour de l’année administrative, les mandats des membres sortants du Bureau **encore éligibles comme membres** sont prorogés tacitement au tard jusqu’au 30 septembre de l’année civile en cours afin d’assurer le bon fonctionnement de l’Association’.*

This was put to a vote:

IN FAVOUR	57
ABSTENTION	7
AGAINST	5

Proposal 2 passed.

Proposal 3:

The first of the written amendments proposed by Mr Tchipev and the other members was presented. Article 11 paragraph A third unnumbered subparagraph:

‘N’est électeur et éligible qu’un personne par famille, membre actif de l’Association. L’élection a lieu par procédure écrite ~~ou électronique~~ au cours du troisième trimestre de l’année administrative. Tous les membres actifs de l’Association sont électeurs’.

Justification: “This amendment aims to preserve the statute of APEEEL1 in its current form. Introducing electronic voting would place unreasonably high demands on the tellers in terms of technical expertise required to prevent abuses and would make the voting results more prone to manipulation.”

JC explained that the Board’s proposal (as per Draft Statute document circulated by email to members on 22.02.2018) doesn’t *require* the voting to take place electronically but *enables* this to happen if the correct conditions apply.

This was put to a vote:

IN FAVOUR	2
ABSTENTION	0
AGAINST	67

Proposal 3 was rejected.

Proposal 4:

Article 11 paragraph B:

To add **'Les résultats du vote, ainsi que les noms des membres ayant exercés leur droit de vote sont rendus accessibles à tous les membres via le site web de l'association. Il y restent disponibles pendant tout le mandat du Comité élu'**.

Justification: "The purpose of this amendment is to ensure more transparency and prevent abuses during the election process such as for example casting a vote on behalf of somebody else without his/her knowledge and consent."

JC explained that the proxy system foreseen in the statutes is transparent enough as any suspicion of abuse can be checked simply by verifying the proxies.

This was put to a vote:

IN FAVOUR	0
ABSTENTION	0
AGAINST	69

Proposal 4 was rejected.

Proposal 5:

Article 11 paragraph C:

To add **'Le règlement électoral en vigueur reste accessible à tous moment pour tous les membres de l'Association via son site web'**.

Justification: "The purpose of this amendment is to ensure more transparency and facilitate the involvement of parents in line with the Association's objectives."

JC said that this is valuable point; however they are already made public. Philip Taylor said that the use of the 'website' is very restrictive – such details should not be in the statutes – and should thus be removed.

This was put to a vote:

IN FAVOUR	0
ABSTENTION	1
AGAINST	68

Proposal 5 was rejected.

Proposal 6:

Article 11 paragraph G: The proposal is to delete this section proposed in the draft statutes document circulated by email to members on 22.02.2018.

~~**g) si la réunion constitutive du Comité de Gestion n'a pu avoir lieu avant le premier jour de l'année administrative, les mandats des membres sortants du Bureau sont prorogés tacitement au plus tard jusqu'au 30 septembre de l'année civile en cours afin d'assurer le bon fonctionnement de l'Association ;**~~

Justification: "This amendment aims to preserve the current statute of APEEEL, which does not contain such a provision. The introduction of such a clause would create a perverse incentive for the outgoing Committee to delay the elections and the constitutive meeting of the new Committee meeting of the new Committee de facto extending the mandate of the outgoing Committee to the first month of the next administrative year. This should not be allowed to happen given that some key decisions and meetings at the level of the European School take place in September e.g. the Administration Council where APEEEL1 is represented by its President and/or Vice-President."

JC explained that the rules for elections taking place would remain valid, so this clause could not create a perverse incentive for the outgoing committee to delay the elections, and that it is only intended as a backup to ensure the smooth functioning of the organisation.

This was put to a vote:

IN FAVOUR	0
ABSTENTION	4
AGAINST	65

Proposal 6 was rejected.

Proposal 7:

Article 11 paragraph K :

To add **'Après la réunion du Conseil d'Administration de l'école les représentants de l'Association qui y ont participé informent les autres membres du Comité de Gestion des débats qui y ont eu lieu ;**

Le procès-verbal du Conseil d'Administration de l'école est mis à disposition de tous les membres via le site web de l'association ou via email'.

Justification: "The purpose of this amendment is to ensure more transparency in line with the Association's objectives."

JC explained that this is a meeting organised by the school authorities and that the parents' association does not have the authorisation to send the minutes out to members.

This was put to a vote:

IN FAVOUR	1
ABSTENTION	3
AGAINST	65

Proposal 7 was rejected.

Proposal 8:

Article 14 paragraph 2

To add **'Tous les documents soumis pour débat, approbation ou adoption par l'Assemblée Générale dans le cadre de l'ordre du jour annoncé conformément au présent alinéa sont rendus accessibles à tous les membres par email ou via le site Web de l'Association au moins dix jours ouvrables avant la date de l'Assemblée Générale.'**

Justification: "The purpose of this amendment is to ensure more transparency, facilitate, and encourage the participation of parents in the General Assemblies in line with the Association's objectives."

It was stated that it would be very restrictive to place an exact timeframe on this. Documents are always sent to members as early as possible. Such a rule could be included in the Internal Rules of Procedure.

This was put to a vote:

IN FAVOUR	9
ABSTENTION	1
AGAINST	59

Proposal 8 was rejected.

Proposal 9:

Article 14 paragraph 7

Proposed changes: *'Endéans un mois de leur approbation, tous les documents approuvés par l'Assemblée Générale seront portés à la connaissance de tous les membres par ~~tout moyen approprié~~ email et /ou via le site web de l'Association'.*

Justification: "The purpose of his amendment is to ensure more transparency, facilitate, and encourage the participation of parents in the General Assemblies in line with the Association's objectives."

A question from the floor was why can't this be added? PT pointed out that referring to specific communication channels risks being too restrictive. JC pointed out that the current provision of "any appropriate means" was sufficiently broad.

This was put to a vote:

IN FAVOUR	2
ABSTENTION	0

AGAINST	67
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Proposal 9 was rejected.

The final Vote

The final vote was taken for the whole statutes package as per the Draft Statute document circulated by email to members on 22.02.2018 and the two amendments made during the EGM (proposals 1 and 2).

IN FAVOUR	64
ABSTENTION	5
AGAINST	0

The whole package of statutes amendments was thus approved.

Luc Dupont congratulated John and André for their patience and dedication during the meeting.

5. Any other business.

JC asked the floor if there were any other questions or points. There were none.

Meeting closed 20:10.