

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

**EXTRAORDINARY GENERAL MEETING**

**6 June 2018 18:00-19:30**

**Hall, Primary Building, European School Luxembourg 1 Kirchberg**

**APPROVED MINUTES**

Number of votes: 26 members present and 38 proxy votes = 64 votes in total.

**1. Adoption of the Agenda**

The meeting began at 18:21.

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; The co-treasurers were not present at this stage.

The following documents were handed out to all members present:

- Draft minutes of the EGM of 28/08/2018
- Agenda for the EGM of 06/06/2018
- Report and Proposal for a Resolution on the Financial Settlement as a Result of the Amendment of the Statutes of FAPEEEL, incl. Annex
- Proposal for a Resolution concerning the membership and management committee of FAPEEEL (APEEEL1) following the amendment of its Statutes
- Proposal for a Resolution concerning the Amendment of its Statutes

The agenda was adopted unanimously.

**2. Approval of the minutes of the last Extraordinary General Meeting (28 February 2018)**

The minutes were approved unanimously.

**3. Proposal for a resolution on the financial settlement as a result of the amendment of the Statutes of FAPEEEL**

John Coughlan presented the report and proposal.

APEEEL1 Members of FAPEEEL will remain part of FAPEEEL whilst APEEEL2 members will leave. The document handed out gives the background.

The approach will be taken in 3 steps:

### 1) The Outstanding Commitments

It was agreed during previous FAPEEEL Management Committee meetings or AGMs that APEEEL2 would be funded money for special projects. In order to ensure parity between the organisations APEEEL1 was awarded the same sums of money for specific projects to be defined. These amounts have been audited and classed as debts in the FAPEEEL accounts.

The first step is to pay these debts to APEEEL1 & APEEEL2. The amounts differ as APEEEL2 has claimed some of the funds and APEEEL1 has not.

### 2) Budgetary Planning for 2018/2019

Working with an accountant, the income and expenditure for both Associations next year has been calculated. Nothing needs to be approved or decided at this EGM: this information is to ensure the awareness of members of what to expect in the next administrative year. This has been a challenging but valuable exercise.

There is a difference in expenditure as APEEEL1's is higher than APEEEL2. For périscolaire activities, this is because since 2016, FAPEEEL pay approximately 46K€ for guards etc for the use of the facilities in Lux1 as per the convention with the school. APEEEL2 should be prepared as this could also be potential expenditure for their association in the future. This looks positive at the moment but may change.

There are also seven permanent members of staff. Four for the extra-curricular activities and moving forward there will be 2 for each association. The secretariat has 3 secretaries and there will be 2 for APEEEL1 and 1 for APEEEL2. This creates an imbalance. APEEEL2 may have to recruit another member of staff to cover the workload.

The budgetary planning aims to ensure that there's transparency and to inform members. The actual budgets for each association will be presented at the Annual General Meetings next year.

### 3) Divide the Assets and Liabilities

As we are not technically dissolving FAPEEEL, there is no legal obligation to split the assets; however, as this is effectively a split, the clause in the FAPEEEL statutes 'In case of dissolution assets should be settled and divided according to the number of members' will be applied. In order to establish the number of members we needed a cut-off date. The only way to be certain was to use the number of members as off 31<sup>st</sup> August 2017 according to the audited accounts: This gives the figures of

- 1060 for APEEEL1: 56% share
- 834 for APEEEL2: 44% share

The budgeted residual balance for 2017-18 is 103K€: this would give 57,884€ to APEEEL1 and 45,481€ to APEEEL2. It is important to highlight that this is a projected value and will probably be higher e.g. there are reserves in the FAPEEEL budget for legal advice that have not been used in this transition process.

The external auditor will decide on the final balance on the FAPEEEL account once they have completed their audit (to ensure no double payments etc). The transfer of the final value to which APEEEL2 is entitled will take place by 31 December 2018 at the latest. This is a pragmatic deadline as the AGM approves the audited accounts, and the statutes dictate that the AGM needs to take place in the first trimester of the administrative year.

John Coughlan asked if there were any questions. There were none.

The Proposal for a resolution on the financial settlement was put to the vote:

IN FAVOUR	64
ABSTENTION	0
AGAINST	0

The Proposal for a resolution on the financial settlement as a result of the amendment of the Statutes of FAPEEEL was unanimously approved.

#### **4. Proposal for a resolution concerning the membership and management committee of FAPEEEL (APEEEL1) following the amendment of its Statutes**

John Coughlan presented the proposed resolution.

Its aim is to clarify what will happen for APEEEL1 when the amendment to the statutes of FAPEEEL is adopted. It does not change anything, merely explains it.

In 1953 APEEE was created – in 2012 it changed to FAPEEEL – and in 2018 it will change to APEEEL1.

APEEEL1 (Kirchberg) was created in 2012 and will be dissolved.

APEEEL2 was created in 2012 and will continue.

There will be an overlap period where there will be APEEEL1 (Kirchberg) and APEEEL1 simultaneously until APEEEL1 (Kirchberg) is dissolved. The resolution explains this.

According to the Statutes, FAPEEEL is made of APEEEL1 (Kirchberg) and APEEEL2 (Mamer-Bertrange) members. APEEEL2 (Mamer-Bertrange) members will cease to be members of FAPEEEL but APEEEL1 (Kirchberg) members will continue to be members of APEEEL1. The same logic applies to the Committee Members of FAPEEEL, currently made up of APEEEL1 (Kirchberg) and APEEEL2 (Mamer-Bertrange) Committee Members. APEEEL1 (Kirchberg) Committee Members will continue to be members of both APEEEL1 (Kirchberg) and APEEEL1. APEEEL2 Committee Members will cease to be members of the FAPEEEL Committee as they will no longer be members.

This resolution aims to clarify the situation in black and white and to explain the legal basis in the Statues.

John Coughlan asked if there were any Questions. There were none.

The Proposal for a resolution concerning the membership and management committee of FAPEEEL (APEEEL1) following the amendment of its Statutes was put to the vote

IN FAVOUR	64
ABSTENTION	0
AGAINST	0

This was approved unanimously.

## **5. Second Vote on the Amendment of the Statutes of FAPEEEL in accordance with Article 12 of the Statues**

John Coughlan introduced the vote.

This is the crucial decision. Luxembourg law says that as we did not have the threshold of members present during our first Extraordinary General Meeting in February to take this decision, we have to hold a second Extraordinary General Meeting where the vote counts regardless of the number of people present.

Changing the objectives of the Statues requires the amendment to be validated by a Judge. In this case it may not be required as we are not really changing the objectives as they remain close to the core objectives; however we are adding the mandate to seek approval by a Judge to ensure that all is in order.

The changes will not take effect until 1<sup>st</sup> September 2018 and the current board members will stay in place until the end of their mandate 31<sup>st</sup> August 2018.

The content of the Statutes was discussed and voted on 28<sup>th</sup> February 2018 and these can no longer be changed. This vote is a simple yes or no to the proposal.

The vote on the Amendment of the Statutes of FAPEEEL in accordance with Article 12 of the Statues took place.

IN FAVOUR	63
ABSTENTION	1
AGAINST	0

The proposal was passed.

## **6. Any other business.**

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

The meeting closed at 18:45.