

## Extraordinary General Meeting

**Date:** Thursday 7<sup>th</sup> December 2023 from 19h to 23h50

**Location:** Canteen hall in the Evere school site and not available online.

**Present in situ:** Present at the start of the meeting were 205 class representatives or Board members and 266 proxies were given.

**Others:** APEEE Director and APEEE Staff

*The Extraordinary General Meeting is convened to vote on the proposed changes to the current APEEE Statutes endorsed by the Board on 24<sup>th</sup> October 2023. Documents were made available on the APEEE website before the meeting and were sent to all parents.*

1. 19:00 Approval of the Agenda
2. 19:15 – 19:20 Approval of the tellers and presiding officer
3. 19:20 – 22:00 Presentation and vote of the resolutions on amendments of the APEEE statutes as required by the new Code of companies and associations (Resolutions 3 to 23)

Due to a quorum achieved later than expected and a delayed arrival of the notary, the meeting started at 19h30.

Opening statement by the chair of the Board, M. Andrew Janis Folkmanis, including a contextual presentation of the Statutes, the information session organised on the 28<sup>th</sup> November, and information sent to the parent community, questions and concerns have been raised by members of the community and addressed in these dedicated forums.

In particular he underlined that information sessions had taken place, and that he would restrict the number of interventions per resolution if necessary, in order that the meeting can be completed in reasonable time.

### 1. Approval of the Agenda

An associate member takes the floor asking to rephrase agenda point 3, so that the point would become correct and read as follows:

3 – 19:20 - 22:00: Presentation and vote of the resolutions on amendments of the APEEE statutes as required by as proposed in the context of the new Code of companies and associations, mainly going beyond the new legal requirements (Resolutions 3 to 23).

The same member states the agenda includes amendments put for a vote as legally required to compliance, whereas not all are, such as the removal of the *preamble*. The member also suggests including an additional agenda point 1.a which clarifies via a Statement of the Chairman that changes to be voted by the EGM on 7th December 2023 would only be changes that are legally required, nothing else, with other changes to be addressed in a second phase of statutes revision.

The Chairman thanks this member and states, supported by the Working Group coordinator, Pim Gesquiere, that the agenda will be maintained as it is.

Before opening official votes, class representatives are invited to vote on a test vote, issues are raised regarding the proxies (not showing up, difficulties of some to connect using their devices, etc).

The members vote on Resolution 1: The GENERAL MEETING approves the agenda of the EGM on 7<sup>th</sup> December 2023.

The Electoral Office presiding officer confirms that, although a number (less than 10) of members had issues with the proxy votes, the resolution is approved, stating the number of people who experienced the issue would not have modified the outcome of the results and are invited to share their votes on paper with the Electoral Office.

**Decision: Resolution 1 is approved by an 85.99% majority** (9.13% no, 4.88% abstain and 13 people did not vote).

## 2. Approval of the tellers and presiding officer

The Chair introduces the presiding officer and invites her to present the work done by the Electoral office.

The members vote on Resolution 2: The GENERAL MEETING names as tellers: Virginia Bustos Lazaro, John Carroll, Alexander Cornford, Maija Knutti, the latter being the Presiding Officer.

**Decision: Resolution 2 is approved by an 88.32% majority** (1.91% no, 9.77% abstain and 31 did not vote).

The Chairman gives the floor to M. Pim Gesquiere, coordinator of the Statutes update working group. M. Pim Gesquiere introduces the working group and thanks the members for the work done. M. Gesquiere presents the two-step approach of the Board, the colour coding of the statutes and other information with the members.

A member requests to take the floor and states that articles 14 and 17 are important and seem to be the most contentious ones, requesting to have these two articles as first on the agenda and then to proceed with the rest of the articles. The request is acknowledged, however, contested by some presents and due to time management and following numerous opportunities for debate (information session, mailings, etc), it was confirmed that the evening will be dedicated to voting through the articles as presented in the official invitation and members will be given the possibility to ask questions before the vote. All members agree and request to proceed to the vote.

The members vote on Resolution 3: APEEE Statutes: The GENERAL MEETING approves the deletion of the preamble to the Statutes reading: *"It has been agreed to set up a non-profit making association with the following statutes:"*.

**Decision: Resolution 3 is approved with a majority of 93.62%** (3.19% no, 3.19% abstain and 9 did not vote).

The members vote on Resolution 4: APEEE Statutes: The GENERAL MEETING approves to replace the current text of Chapter 1 art. 1 with the following: *"An international association, designated Association of Parents of Pupils at the European School Brussels II Evere-Woluwe, in short APEEE Evere-Woluwe, is established in accordance with the provisions of Belgian laws applicable to international no-profit associations."*

**Decision: Resolution 4 is approved with a majority of 96.38%** (1.49% no, 2.13% abstain, 10 did not vote).

The members vote on Resolution 5: APEEE Statutes: The GENERAL MEETING approves to replace chapter 6 as follows: *“These Statutes shall be interpreted and applied in accordance with Belgian laws applicable to international no- profit associations.”*

**Decision: Resolution 5 is approved with a majority of 96.6%** (0.85% no, 2.55% abstain, 12 did not vote).

The members vote on Resolution 6: APEEE Statutes: The GENERAL MEETING approves to replace the current text of Chapter 1 art. 2 with the following: *“The Association’s registered office shall be located in the Brussels-Capital region, at the place designated by simple decision of the Administrative Board. It may be transferred outside the Brussels-Capital region by decision of the General Meeting. Any transfer of the registered office must be registered and published in accordance with the law.”*

**Decision: Resolution 6 is approved with a majority of 95.51%** (0.64% no, 3.85% abstain, 15 did not vote).

The members vote on Resolution 7: APEEE Statutes: The GENERAL MEETING approves to replace the last paragraph of chapter 5 art. 22 as follows: *“The General Meeting shall determine the method of winding up and disposing of the assets of the Association. The assets shall be destined to a charitable aim and to a purpose similar to that of the Association.”*

**Decision: Resolution 7 is approved with a majority of 95.95%** (1.28% no, 2.77% abstain, 13 did not vote).

The members vote on Resolution 8: APEEE Statutes: The GENERAL MEETING approves to replace chapter 4 art. 13.1 A with the following: *“A. The Association is managed by an administration body called Administrative Board; the Administrative Board operates in a collegiate manner within the limits of the powers granted to it by law and by these statutes. The Board is composed of a minimum of 11 and a maximum of 25 members. The members of the Administrative Board are elected by the General Meeting”*

**Decision: Resolution 8 is approved with a majority of 95.31%** (1.28% no, 3.41% abstain, 16 did not vote).

A member takes the floor to state a clerical mistake in Chapter 4, article 13.1 A, up to vote in resolution 9, in the French version *“enfin”* instead of *“afin”*.

Resolution 9 is to be adopted by a 4/5 majority. The members vote on Resolution 9: APEEE Statutes: The GENERAL MEETING approves to renumber current chapter 1 art. 3 as art. 3 §1 and to replace the current text with the following:

*§1 The purpose of the Association is:*

- 1) - To take and encourage any initiative enabling parents to participate as widely as possible in School’s life in all its forms and in the decisions relating thereto,*
- 2) - To represent the educational and family interests of parents with regards to the school, the bodies and administrative authorities of European Schools, and as well as with local, regional, national and European authorities,*
- 3) - To make parents' wishes and their suggestions regarding the organization of the school known to the school authorities,*

4) - *To help resolve any other problem which parents may have with regard to the education of their children, and to provide financial support to children whose parents have insufficient means so to enable them to participate in school activities,*

5) - *To ensure that parents are sufficiently well informed of the decisions or resolutions of the various competent authorities concerning the School,*

6) – *To offer services and activities for parents and their children,*

7) – *To strengthen the school community by supporting cultural events and sporting, recreational and educational activities,*

8) – *To encourage ties with the Parents' Associations of other European Schools."*

**Decision: Resolution 9 is approved with a majority of 92.51%** (4.28% no, 3.21% abstain, 13 did not vote).

An associate member takes the floor on resolution 10 to ask whether it would be possible to merge bullet 1 with bullets 2 bullets points under art. §2 to chapter 1 article 3. The Chair replies that this can be discussed in phase 2 of the Statutes.

A member refers to the addition of the §2 to chapter 1 Article 3, and specifically to the bullet point according to which the APEEE *may acquire movable or immovable property*. The member asks if in phase 2 of Statutes update a clause would be drafted whereby - if the APEEE were to be removed by the EEB2 management of the premises of the school – the Board would consult the parents on the search for a new location. .

The members vote on Resolution 10 : APEEE Statutes: The GENERAL MEETING approves to add §2 to chapter 1 art. 3, as follows:

*"§2 In the pursuit of its purposes, the association will carry out, among others, the following activities:*

- To establish a continuous and open communication between the association and parents (e.g. website, newsletter, email, social networks, consultation of parents through surveys or meetings);*
- To participate in the work of the school's bodies or the bodies and administrative authorities of the European Schools dealing with educational issues or with school organization;*
- To cooperate with regional and/or federal authorities that have an impact or effect on the School and, in general, with all stakeholders linked to the School;*
- To organize the Association's working groups or task forces;*
- To organize or contribute to the organization of cultural, sport, recreational or educational activities in or in connection with the school;*
- To organize meetings, workshops or conferences on specific subjects of interest to the school community;*
- To participate in the activities of the umbrella association of all the Parents' Associations of European Schools and to collaborate with the Parents' Associations of the other European schools on matters of common interest;*
- To organize transport (school bus), canteen, and after-school activities;*

- To enter into and manage any useful or necessary contracts, including but not limited to, contracts with its members, enterprises, and staff;
- To acquire movable or immovable property;
- To establish and collect membership fees and charges for services;
- To establish and manage a social fund;
- To appear in court as plaintiff or defendant.

*Any economic activities shall only be ancillary and aimed primarily at achieving the aforementioned purposes. The Association may not distribute, or procure directly or indirectly, any economic advantage whatsoever to its founders, members, members of the Administrative Board, or any other person except within the boundaries of the no-profit purpose defined by these Statutes. Any transaction in breach of this interdiction shall be deemed as null and void."*

**Decision: Resolution 10 is approved with a majority of 91.47%** (4.48% no, 4.05% abstain, 17 did not vote).

A member takes the floor on the potential need for electoral procedural rules when selecting class representatives in the Statutes. They express concern that the existing rules may be overly rigid, potentially resulting in elections being conducted outside the specified guidelines. A member raises the question of the consequences if the proposed resolution is not approved. M. Gesquiere states that in his opinion, the Statutes would not be compliant with the regulations. However, if the resolution is not approved, the Statutes would remain compliant with the law.

The members vote on Resolution 11: APEEE Statutes: The GENERAL MEETING approves to replace the current text of chapter 2 art. 6 with the following:

*"§1 Class representatives are full members and shall retain that status until such time as those replacing them are appointed.*

*§2 For each class, four Class Representatives, to hold office for one school year, are elected by the parents with a child in the class. One representative shall have special responsibility for contacts with the Association's governing bodies. The election of two male Class Representatives and two female Class Representatives is the preferred outcome of the election proceedings. Each child in the class entitles the parents to a single vote. A parent can represent only one class.*

*§3 Elections for Class Representatives shall take place during the first term of each school year, not later than the class information meeting to which the parents are invited by the school.*

*§4 The election process shall be the collective responsibility of the parents of the children in each class. Nominations may be accepted right up to the time of the voting.*

*§5 Parents shall appoint a chairperson to verify the validity of proxies and to ensure the regularity of the voting proceedings. The chairperson must, within fifteen days of the elections, transmit the results of the voting to the Association on the form provided.*

*§6 Class Representatives are elected by direct suffrage. The method of election shall be left to the wishes of the class parents. A parent can delegate his / her vote to another parent but no parent can be allowed to accept more than two such proxy votes in regard to the elections within a same class. Proxy votes must be in writing and include the names of the principal and of the proxy and the signature of the previous.*

*§7 The candidates receiving the highest number of votes shall be elected. Where voting results in a tie between two or more candidates, a further vote is taken immediately. If this vote again results in a tie, the declaration will be made by drawing lots between concerned candidates.*

*§8 If the Administrative Board finds that a class has not held elections, it shall grant such class an additional period of time. If, at the end of this period, election has still not taken place, the Bureau acknowledges that there are no representatives for such class. Every year, all elected class representatives are listed by the Bureau and are thereby confirmed as full members."*

**Decision: Resolution 11 is approved with a majority of 75.43%** (20.04% no, 4.53% abstain, 12 did not vote).

An associate member underlines the non-implementation of the right of associate members to vote "on an advisory capacity" (contrary to chapter 2 art. 4 of the APEEE Statutes): stating they are themselves' an associate member (not class representative) and was roughly told that they "could send tomorrow an email to APEEE secretariat" but sending an email a day later is not a "VOTE ON ADVISORY CAPACITY DURING THE EGM": like the votes of full members, the "advisory votes" of associate members must be made visible, otherwise, they cannot serve their purpose to "advise during the EGM". Ideally, advisory votes would be consulted before the full members do their votes during EGMs or AGMs during the meetings themselves, adding they also questioned the differentiation between full voting rights and associate voting rights – adding all members who make the effort to join the EGMs or AGM should have the right of a full vote. Participation of full and associate members in the meetings would be higher if trust in the rules and outcomes is restored. The Chairman thanks the member for their statement.

The members vote on Resolution 12: APEEE Statutes: The GENERAL MEETING approves to replace the current text of the first and second paragraph of chapter 2 art. 4 with the following: *"The number of members is unlimited and must be at least three. Every member must be a parent of a child at the European School of Brussels II Evere - Woluwe. ("Parent" is understood to mean any person with sole or shared parental authority over the child).*

*All parents are associate members, with no membership formalities being required. Associate members shall only have vote on an advisory capacity at the Annual General Meeting. Only full members have full voting rights at the Annual General Meeting."*

**Decision: Resolution 12 is approved with a majority of 90.52%** (3.88% no, 5.6% abstain, 20 did not vote).

The members vote on Resolution 13: APEEE Statutes: The GENERAL MEETING approves to insert after the second paragraph of chapter 2 art. 4 the following new third paragraph: *"All associate members may participate in the work of the Association, in particular in the working groups set up by the Administrative Board as per as Article 17."*

Current third paragraph of chapter 2 art. 4 shall become, unmodified, the fourth paragraph of such article.

**Decision: Resolution 13 is approved with a majority of 84.62%** (9.67% no, 5.71% abstain, 23 did not vote).

A member comments stating there are too many uses of "will", "might", "may", etc.



The members vote on Resolution 14: Statutes of the APEEE: The GENERAL MEETING approves to renumber the paragraphs of chapter 3 art. 9 as follows and to add at the end of the resulting § 3 the text highlighted in bold below:

*“§1 The General Meeting shall have full powers to enable the purposes of the Association to be achieved.*

*§2 The General Meeting, consisting of all members, shall meet automatically at an ordinary meeting, chaired by the Chairperson of the Administrative Board, at least annually during the first six months following the closure of the annual accounts at the registered office or at a place to be indicated in the notice convening the meeting.*

*The General Meeting may also sit in extraordinary session upon call of the Administrative Board. It must also be convened if one tenth of the full members or one fifth of the associate members so request.*

*§3 The General Meeting shall be convened at least two weeks in advance by means of notices displayed in the school premises and at the registered office of the Association, setting forth the agenda.*

*The Administrative Board shall ensure that the convening of the meeting is widely publicized.*

*Documents which have to be considered at the General Meeting shall, at the same time, be made available to members at a place indicated in the convening note, and shall, after having been translated into the official languages of the European Communities as far as this is possible, be sent to all members.*

*Nominations for election to the Board shall be sought when the notice convening the General Meeting is circulated. Nominations must be sent in writing to the Secretary of the Association, if possible 48 hours before the elections take place.*

*§4 At its annual ordinary meeting, the General Meeting shall:*

- *consider a report submitted by the Administrative Board on the Association's activities during the preceding year;*
- *approve the Association's accounts and the budget for the following year, on the basis of a written report submitted by the Administrative Board;*
- *determine the amount of the annual membership fee for members of the Association;*
- *give full discharge to the Administrative Board in respect of its administration and to the auditors;*
- *appoint at least one auditor taking into account the regulations for the appointment of auditors for Asbl according to Belgian laws.*
- *determine the number of Administrators and appoint and dismiss them in accordance with Article 13.*

*§5 Administrators shall be elected by the full members; with regard to all other matters, as with all other decisions, the General Meeting shall proceed by voting; all the members present or represented shall participate. Only the votes of full members shall be binding, in respect of decisions. Associate members shall vote in an advisory capacity.*

*§6 Any full member may be represented at a General Meeting by another full member holding a proxy, which shall be attached to the minutes of the meeting. A full member may not hold more than three proxies. By way of derogation from this provision, for the election of Administrators, a full member may not hold more than two proxies.”*

**Decision: Resolution 14 is approved with a majority of 89.59%** (6.11% no, 4.37% abstain, 16 did not vote).

An associate member suggests simplifying procedures by having the annual general meeting vote of Administrative Board Members used to identify those 7 Administrators (namely those with the highest overall votes) that would form the APEEE Bureau. A question is asked regarding the differentiation of the 7<sup>th</sup> Bureau member who holds the title “member”.

The members vote on Resolution 15: APEEE Statutes: The GENERAL MEETING approves adding the following new paragraphs to Chapter 3 art. 9:

*“§7 The Chairperson at the General Meeting shall propose to the meeting for its approval a minimum of 4 tellers selected from those electors who are not candidates, a Presiding Officer being appointed from among the tellers. The Presiding Officer, assisted by the other tellers, shall check the names of the voters.*

*§8 The election of the Administrative Board and the vote on resolutions submitted to the General Meeting may take place by electronic means.*

*§9 Upon the election of the Administrative Board, each attending full member shall indicate his/her choice on a ballot. To be valid, each ballot must contain no more than the number of names as determined by the General Meeting, marked with a “cross”.*

*The election will be by secret ballot, by giving preferences on an alphabetical list of the candidates supplemented by the indication of his or her school site and the linguistic section he or she represents.*

*The counting of votes shall be carried out by the tellers.*

*Should the number of candidates be less than or equal to the number of posts to be filled, the General Assembly may decide to elect them by acclamation.”*

**Decision: Resolution 15 is approved with a majority of 89.32%** (5.23% no, 5.45% abstain, 15 did not vote).

The members vote on Resolution 16: APEEE Statutes: The GENERAL MEETING approves to replace chapter 4 art. 13.2 with the following:

*“§1 A mandate shall be deemed as vacant if:*

*a) the Administrative Board member has resigned by way of simple letter to the Chairperson of the Administrative Board or*

*b) if the member of the Administrative Board has failed to attend half plus one of the meetings of the Administrative Board, of the Bureau, or of the General Meeting to which he or she had been invited, during the current year.*

*§2 Places becoming vacant while the mandate is pending are not assignable. Mandates may only become available at the next General Meeting and will be allotted in conformity with section 13.1.E of the general procedure.*

*§3 Any member of the Administrative Board elected for a term of office extending beyond six consecutive years must quit the Administrative Board at the elapse of the 6th year, and the remainder of his or her mandate is cancelled. No member of the Administrative Board who has served for 6 consecutive years shall be eligible to stand for the Administrative Board in the election following his or*



her last term of office. The Presiding Officer of the electoral committee of the General Meeting, assisted by the tellers, checks the mandates.”

**Decision: Resolution 16 is approved with a majority of 91.34%** (3.9% no, 4.76% abstain, 17 did not vote).

The members vote on Resolution 17: APEEE Statutes: The GENERAL MEETING approves to add to the current text of chapter 4 art. 20 the new following paragraph:

*“§2 The Administrative Board shall appoint the Association's representatives on the enlarged Primary and Secondary Enlarged Councils and other bodies on which the APEEE has a seat.”*

**Decision: Resolution 17 is approved with a majority of 85.28%** (6.49% no, 8.23% abstain, 31 did not vote).

A member states that if one of the mentioned Board representatives falls ill, the position should be filled by another member, or working group coordinator. Another member points out that InterParents represent all parents in the Board of Governors of the European Schools. The member also suggests to stipulate the role of *the Vice-Chairperson especially responsible for pedagogical affairs on the enlarged Primary and Secondary Enlarged Councils and other bodies*. The Chairman agrees and states that the article shall be reviewed in Step 2.

The members vote on Resolution 18: APEEE Statutes: The GENERAL MEETING approves to replace the current text of chapter 4 art. 20 § 1 as follows:

*“§1 The Chairperson shall represent the Association on the Board of Governors of the European Schools. The Chairperson and the Vice-Chairperson especially responsible for administrative affairs shall represent the Association on the Administrative Board of the School. They are entitled to be represented by an administrator appointed by the Administrative Board.”*

**Decision: Resolution 18 is approved with a majority of 70.56%** (24.89% no, 4.55% abstain, 13 did not vote).

A member asks the question of whether the change of this article is requested by the law. The Chair informs that this resolution could be revisited during the second phase of the Statutes. Another member informs that the resolution is not correct and is therefore to be rephrased.

The members vote on Resolution 19: APEEE Statutes: The GENERAL MEETING approves to insert after chapter 4 art. 17 § 1 the following three new paragraphs:

*“The Administrative Board may decide to set up working groups and establish their composition. The Administrative Board shall adopt guidelines for these working groups or for its representatives on official bodies, and establishes the Code of Conduct that all members of the Administrative Board undertake to sign and respect.*

*For each working group, a member of the Administrative Board is ex officio the coordinator.*

*The coordinator and its other representatives of the Association on the various bodies of the European Schools shall report back, either orally or in writing, to the Administrative Board of the Association whenever an issue of importance is raised and at least once per school term.”*

**Decision: Resolution 19 is approved with a majority of 85.50%** (6.28% no, 8.23% abstain, 22 did not vote).

The members vote on Resolution 20: APEEE Statutes: The GENERAL MEETING approves to replace chapter 3 art. 12 with the following:

*"The Administrative Board may adopt internal rules. The internal rules shall not contain provisions that:*

*1° are in conflict with mandatory law provisions;*

*2° relate to matters for which the Belgian law applicable to international no-profit associations requires a statutory provision;*

*3° are in conflict with the provision of these statutes.*

*The internal rules and any amendments thereto shall be communicated to the members and published on the Association's website. The statutes shall refer to the latest approved version of the internal rules."*

**Decision: Resolution 20 is approved with a majority of 94.81%** (1.73% no, 3.46% abstain, 15 did not vote).

The members discuss resolution 21, and how in the current system a small group of members may hold the power to appoint the Director, however, it is refuted as it is not the case. The discussion derails.

Several members explain why they will vote against resolution 21. One Board member is of the opinion that in case a 2/3 attendance quorum is required to discuss the dismissal of a Director, this would make it impossible to dismiss the Director within 24 hours in case of serious misconduct (*faute grave*) which is set by Belgian laws. According to this Board member, an employee has to be dismissed within 24 hours when it concerns a case of serious misconduct and with a 2/3 quorum of presence required, it would be impossible to convene a Board meeting in time.<sup>1</sup>

P. Gesquiere takes the floor and expresses the opinion of the Statutes Working Group on the object of resolution 21 adding that it is a legal requirement the Statutes or the Règlement d'Ordre Interieur define the delegation of day-to-day management. The circumstance that, based on the proposed wording, nor the Statutes nor the Règlement d'Ordre Interieur give a definition of day-to-day management and, therefore, the key element in this regard is missing.

The members vote on Resolution 21: APEEE Statutes: The GENERAL MEETING approves to replace the first paragraph of chapter 4 art. 17 and insert new paragraphs §2.1 to 2.7 as follows:

*"§1 Full powers of management and administration shall, subject to the powers vested in the General Meeting, be vested in the Administrative Board.*

*§2.1 The Administrative Board appoints a delegate for the daily management of the association; the delegate shall not be a member of the Administrative Board. The person entrusted with the daily management is referred to as the "Director". The Director acts separately.*

*§2.2 The Director is appointed and dismissed by the Administrative Board, in accordance with applicable legal and contractual obligations, if at least two thirds of the Board members are attending the meeting*

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<sup>1</sup> For the record, the procedure in place according to the Belgian Labor law to dismiss an employee in case of *faute grave*, is that the employer has 3 working days to notify the employee. See link to the website of the Federal Public Service Employment, Labor and Social dialogue: [Modes de rupture communs à tous les contrats - le congé pour motif grave et l'acte équipollent à rupture | SPF Emploi, Travail et Concertation sociale \(belgique.be\)](https://www.spf.be/fr/emploi-et-travail/rupture-de-contrat)

*and if more than half of the Board members vote in favor. The vote is secret and the Chairman has no casting vote.*

*The Administrative Board shall establish the contractual terms and conditions applicable to the Director. The Administrative Board may establish a working group for selecting and proposing candidates.*

*Reasons must be given for any decision to dismiss the Director.*

*§2.3 Daily management includes both actions and decisions which do not exceed the needs of the day-to-day life of the Association and actions and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Administrative Board. The list of responsibilities encompassing daily management is set up by the Administrative Board.*

*§2.4 Decisions by the Director relating to the appointment and dismissal of employees and the entering into contracts with service providers shall be taken in accordance with the internal procedures defined by the Administrative Board.*

*§2.5 The Director shall report to the Administrative Board at least every three months. The Administrative Board shall be responsible for supervising the daily management and may dismiss and/or replace the Director at any time in accordance with paragraph §2.2 above.*

*§2.6 In the absence of the Director, the daily management will be carried on in accordance with internal procedures established by the Administrative Board in cooperation with the Director.*

*§2.7 The Director is free to resign by written communication to the Administrative Board."*

Consequently, the three paragraphs added by resolution 19 will become, respectively, § 3.1, 3.2, 3.3 and the final paragraph of Chapter 4 art. 17 becomes, without modification, § 4

**Decision: Resolution 21 is not approved. 55.97% yes, 32.97% no, 11.06% abstain, 21 did not vote.**

The members discuss Resolution 22: the member who has drafted the updated article endorsed by the Board explains the changes that are contentious amongst a small group of protesters and enumerates the changes compared to the version proposed by the Statutes Update working group.

The members vote on Resolution 22: APEEE Statutes: The GENERAL MEETING approves to replace chapter 4 art. 14 with the following:

*"§1 At its first meeting, the Administrative Board elects amongst its members a Bureau composed of:*

- *one Chairperson, who shall be Chairperson of the Association;*
- *one Vice-Chairperson especially responsible for pedagogical matters;*
- *one Vice-Chairperson especially responsible for administrative matters;*
- *one Secretary;*
- *one Assistant Secretary especially responsible for information;*
- *one Treasurer;*
- *one Member.*

*§2 A member cannot hold more than one position.*

*§3 The Chairperson may not hold office for more than four consecutive years. However, the Administrative Board may decide unanimously to extend that mandate for a maximum of two further years.*

*§4 The mandate of the members of the Bureau expires at the election of members of the Administrative Board at the General Assembly.*

*§5 In the period between the election of the Administrative Board and the election of the Bureau, a member of the newly elected Administrative Board, who was also a member of the previous Bureau, shall act as Chairperson ad interim in the order set in §1.*

*If no member of the previous Bureau is a member of the newly elected Administrative Board, the member with most seniority in the Administrative Board will act as ad interim Chairperson. In case there are more than one member with the same seniority, the member of the Administrative Board most senior by age shall act as ad interim Chairperson.*

*§6 The members of Bureau are elected one after another in the order in §1, unless another order is agreed upon. The election will be held by secret ballot.*

*§7 A candidate will be elected among all members of the Administrative Board:*

- in the first round, by a two-third majority of the members of the Administrative Board;*
- in the second round, by the absolute majority of the members of the Administrative Board, that is half of votes plus one of the members of the Administrative Board.*
- in the third round, by simple majority, that is the highest number of votes. In case of a tie, more rounds shall be held.*

*The chair has no casting vote.*

*§8 A Member of Bureau may resign from his or her position with immediate effect by way of written resignation to the Administrative Board.*

*A Member of Bureau may be dismissed from his or her position by a motion approved by a two-third majority of the members of the Administrative Board if one-third of the members of the Administrative Board submits a justified request. The vote is secret and the chair has no casting vote."*

**Decision: Resolution 22 is not approved** 56.82% yes, 33.41% no, 9.77% abstain, 28 did not vote).

The members vote on Resolution 23: APEEE Statutes: The GENERAL MEETING approves to replace paragraph 6 of chapter 5 art. 22 with the following:

*"Amendments to the Statutes shall become effective only once approved by the competent authority and after publication in the Annexes of the Belgian Official Gazette in accordance with the legislation applicable to associations under Belgian law"*

**Decision: Resolution 23 is approved with a majority of 87.02%** (2.05% no, 10.93% abstain, 41 did not vote).

P. Gesquiere takes the floor to inform the General Assembly the Notary has suggested two additional resolutions to be added to the vote 24) The approval of the entry into force of the Statutes as voted during the EGM, and 25) The approval to give the mandate to the Notary to publish the Statutes as approved by the members in the *Moniteur Belge*.

The members vote on Resolution 24: *“Entry into force/ Entrée en vigueur”*

**Decision: Resolution 24 is approved with a majority of 91.22% (2.08% no, 6.7% abstain, 28 did not vote).**

The members vote on Resolution 25: *“publish in moniteur belge/ publication au moniteur belge”*

**Decision: Resolution 25 is approved with a majority of 94.28% (1.36% no, 4.36% abstain, 16 did not vote).**

The Chairman thanks the members for attending the Extraordinary General Meeting.

Meeting ended at 23h50.



A J FOLIANTIS

APee Evere President