

De : Olivier Magritte
Envoyé : mardi 31/03/2020
A : BDF-CA ; VDE ; KBH

Bonjour

Catherine Naughton a transmis aux membres du Board les informations concernant la tenue de l'AGA « on-line », sur base d'une procédure « par e-mail ».

Globalement, la procédure proposée correspond fortement au contenu que nous lui avons envoyé vendredi. Elle a intégré beaucoup de nos suggestions.

Ci-dessous, en gras, la décision elle-même

Le reste décrit les modalités pratiques. Ci-dessous, j'ai surligné en jaune certains éléments et commenté les éléments en bordeaux ce qui implique action de la part de Madame Marlière.

Madame Marlière, avez-vous la possibilité d'imprimer, signer, scanner et envoyer à Loredana (avec le secrétariat BDF en copie) le document ci-joint que j'ai pré-rempli : accord pour la tenue de l'AGA avec une procédure de vote par e-mail. Attention : je l'ai daté du 2/4/2020, car le « Plan d'action » doit être conforme à nos attentes : d'ici demain fin de journée, je lis le projet de plan d'action avec la préoccupation de demander la suppression de tout ce qui avait été évoqué par Madame Marlière comme indésirable : modification des statuts, augmentation des cotisations...

Bien à vous

Olivier

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De : Catherine Naughton <catherine.naughton@edf-feph.org>

Envoyé : mardi 31 mars 2020 12:19

À : Albert Prévos (CFEH) <albert.prevos@gmail.com>; ... ; Yannis Vardakastanis NCDP <esaea@otenet.gr>; eleni.vardakastani@gmail.com

Cc : Loredana Dicsi <loredana.dicsi@edf-feph.org>; Muriel Davia <muriel.davia@edf-feph.org>; Raquel Rianza <raquel.riaza@edf-feph.org>

Objet : Board decision needed to approve email procedure for AGA/Replies to EDF secretariat by April 10th , online Board meeting, April 16th 10 am-12

Dear Board members,

I hope you are doing well.

This email to to propose a decision of the Board to have an online AGA of EDF for 2020, beause of exceptionnal circumstances.

Decision: **the EDF Board decides, due to external circumstances, brought on by the COVID 19 epidemic, to hold its Annual General Meeting online and to carry out voting using an email procedure described in this email and the attached document.**

Delegates to the EDF Annual General Assembly are already nominated by all membership categories and they will vote online to adopt the following decisions, which we are **obliged under Belgian law, to adopt before June 30th 2020:** → Pour le BDF, seul Peter a été désigné comme délégué

- approval of 2019 audited financial reports,

- approval of 2019 annual report
- discharge of the Board
- designation of internal auditors for 2021
- approval of the 2021 work programme,
- approval of 2021 budget.

EDFs statutes do not provide explicit guidance on holding an Annual General Assembly virtually, so a Board decision is needed to interpret our statutes for this exceptional case. Article 32 of EDF's Statutes provides the EDF's Board with the possibility to interpret the statutes, based on the provision of Belgian law.

EDF has consulted with a law firm White and Chase and with our auditor Danielle Quivy, in order to make sure that our virtual AGA will be in line with the Belgian NGO law. That is confirmed to be the case. We therefore ask EDF's Board members to accept the proposal to hold an online AGA.

Of course all Board members are entitled to agree, to disagree or to abstain as provided for in the form attached, but we ask for an agreement as the only alternative to an online AGA would be the postponement of the 2020 AGA to a later date. Such a step is legally possible too, but very risky as nobody knows for the time being, when the travel restrictions will end and some of the decisions to be taken by the AGA are urgent decisions.

Procedure:

1. A new, corrected invitation to the AGA will be sent to all AGA delegates- April 10th.
2. Documents for each decision will be made available in the member's area for all Delegates by April 17th
3. Voting sheets will be created and sent to all voting Delegates of the AGA by email on April 17th.
4. Delegates can send their questions to AGA documents, up to April 23th.
5. The EDF President will decide if corrections are required on the AGA documents on April 24th.
6. All delegates will receive finalized documents on April 27th – they will be also in the members area. Voting ballots will also be issued in word document format.
7. Delegates must vote- via email, sending signed documents to Loredana.Disci@edf-fehp.org by May 11th. → Question pour Peter : dispose-tu d'un scanner ?
8. Minutes and results will be prepared by the secretariat, reviewed by the general secretary and posted to the membership after this time.
9. The AGA decisions will be announced to the membership and digital minutes produced, signed of by the Secretary and the executive committee.

We would appreciate your reply to this decision as soon as possible so we can proceed with the planning. Do not hesitate to contact me if you have questions or comments, and in particular thank you to all Board members who already gave their input to this.

Since we always have a Board meeting in advance of the AGA this Board meeting, for elected Board members will take place on April 16th, 10 am- 12, CET. I will send you the agenda soon, and the documents by April 8th.

Best regards,
Catherine