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To All Members – Heads and Permanent Correspondents

27 April 2020

Dear Member,

### **Vote on the 2019 Financial Accounts**

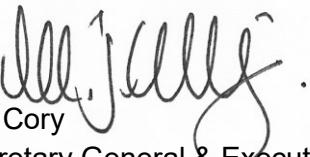
Voting to approve the Accounts of EuroGeographics is an important part of the Association's Governance, as set out in the Articles of Association and according to Belgian Law. It is an essential part of your responsibility as a member of EuroGeographics.

This year, due to the exceptional situation we find ourselves in as a result of the COVID-19 pandemic, we are conducting the vote on last year's accounts remotely, as allowed by our Articles of Association. **Please find attached some background information and an explanation about how this vote will be conducted.**

The EuroGeographics AISBL 2019 Financial Report and Accounts was distributed with the papers for the virtual Extraordinary General Assembly on 15<sup>th</sup> April 2020, asking for any written comments and questions before the 29 April 2020. Any questions received and answers agreed with the Treasurer will be shared with you and for the information of all of our members, as required by the Articles of Association. You may refer to the Articles of Association on our website [here](#).

**The vote will commence by 17.00 CET on Wednesday 29 April. Guidance on how you will be asked to vote is attached. Please complete your vote by 17.00 CET on Wednesday 6 May 2020.**

The result of the vote will be announced in a second virtual Extraordinary General Assembly webinar to be held from 10.30-11.30 CET on 3 June 2020, and it will also be communicated to all our members by email following this webinar.



M J Cory  
Secretary General & Executive Director  
EuroGeographics AISBL

## **EuroGeographics AISBL**

### **Vote on the 2019 Financial Accounts**

#### **Background -**

- Article 15.1 states that the Management Board is responsible for the accounts of the association and shall be assisted in this task by a professional accountant.
- Article 16.1 states that the financial year of the Association shall commence on 1st January of each year and shall end on 31st December of the same year.
- Article 16.2 requires the Management Board to prepare an annual budget of the Association; this was approved by the general assembly in Prague (October 2018) in accordance with Article 16.2 and 12 of the Articles of Association.
- Article 16.2 also requires the Management Board to draw up final accounts for each financial year, which it shall submit for approval to the General Assembly through the Treasurer in accordance with Article 12.2. of the Articles of Association. These final accounts have been drawn up, and were circulated to members on 15<sup>th</sup> April 2020, as paper **1. ExGA 2020**

#### **EuroGeographics AISBL 2019 Financial Report and Accounts FINAL**

- The Belgian companies and associations Code of March 23, 2020 (the Code) requires all Belgian associations and foundations to approve their annual accounts within 6 months following the end of the last financial year (i.e. before 30 June).
- Article 12.3 of our Articles of Association permits the Management Board to call an extraordinary general assembly. As the EuroGeographics ordinary general assembly is held in October each year, it has been necessary to hold an extraordinary general assembly, normally in April or May each year, in order to formally approve the accounts for the previous financial year, prior to deadline required under the Belgian Code.

#### **Special arrangements due to Covid-19 Pandemic**

- Due to the COVID-19 pandemic a physical extraordinary general assembly is not possible this year.
- Article 12.3 permits the Management Board, if it believes it to be necessary or pragmatic, to conduct the formal business by written means (including by electronic mails) with proposed written resolutions and voting form(s). Full Members are required to indicate whether they agree, disagree or abstain with these resolutions on the voting form, and are required to sign them and send them back to the President within seven (7) calendar days following receipt of the written resolutions. Failing any response from a Full Member within the period of time mentioned above, such Members shall be deemed to have voted for and signed the proposed written resolutions.
- The Belgian government has also adopted special measures as a result of COVID-19, relating to not-for profit associations;
- Royal decree number 4, dated 9 April 2020, permits an association to set aside the requirements of its Articles, if required, to:
  - prohibit a physical meeting of members,
  - organise a virtual general assembly, and

- allow voting to be undertaken remotely by correspondence.

Voting by correspondence includes sending to the associations address by all means, including by sending an accompanied electronic mail a scanned or photographed copy of the voting form.

The following arrangements have been designed to conform to the requirements of our Articles of Association, and are consistent with the Royal Decree number 4 of 9 April 2020 for Belgian Associations.

### **EuroGeographics arrangements for the approval of the 2019 Accounts**

At its MB 02-20 meeting on 13 March 2020 the EuroGeographics Management Board agreed that the requirement for the approval of the 2019 accounts will be achieved through a virtual system. This will be conducted as follows:

1. The Extraordinarily General Assembly planned for 29 April in Brussels has been changed to a virtual meeting (webinar), with a reduced agenda.
2. At this meeting we will describe how the voting will be conducted, and launch the voting procedure
3. Voting will be carried out remotely between 29 April 2020 to 6 May 2020 (see below planned timeline)
4. A virtual Extraordinary General Assembly will be held from 10.30-11.30 CET on 3 June 2020 at which the results of the vote will be announced, and if agreed, the resolution adopted. The Management Board must attend this meeting, along with the Secretary General. Members of EuroGeographics may also attend if they wish (although it is not mandatory).

### **Planned Timeline**

- A voting form will be sent by email to eligible members after the webinar on 29 April, by 17.00 CET.
- A voting form will be available in the members only area of our website.
- Members will be given 7 days to vote as required by the Article of Association: The vote must therefore be completed and received at the following email address [Anne-Claire.Bourdessol@eurogeographics.org](mailto:Anne-Claire.Bourdessol@eurogeographics.org) by 17.00 on Wednesday 6th May:

The following counting process has been designed to respect the need to maintain social distancing, and to meet the requirements of our Articles and Belgian Law. The voting forms received will be printed, and an initial count will be carried out by the Finance Manager by Wednesday 13th May. The Head of Operations will carry out a second count, to validate the Finance Manager count. The voting forms will be taken to the Head of NGI Belgium who will act as an independent check on behalf of members and verify the count by Wednesday 27th May, sending the results to the President and Secretary General.

## **Resolution to be voted on**

The following is the proposed resolution to be adopted, and on which the vote will be conducted:

**The General Assembly approves the EuroGeographics AISBL 2019 Financial Accounts, and discharges the administrators of EuroGeographics AISBL from liability toward the AISBL itself, and the AISBL may no longer turn to its administrators in case of a fault.**

When approving the past year's budget, the General Assembly should give a discharge to its administrators, and that members should vote and approve the discharge. After the GA has voted and approved the discharge of its administrators, the AISBL shall be definitively fully responsible for all the actions that it undertook. That means that the administrators are no longer liable toward the AISBL itself, and the AISBL may no longer turn to its administrators in case of a fault. However, the discharge will not prevent the administrators to remain potentially liable toward third-parties.

## **How to Vote**

This will be clear from the instructions you will receive in your email containing your voting form. You will be asked to vote yes, no or to abstain on the resolution. A copy of the voting form to be used is attached. Once completed and received you will be sent a receipt.

# **EuroGeographics 2020 Extraordinary General Assembly – Formal Business**

## Agenda:

1. EuroGeographics AISBL 2019 Financial Report and Accounts

## Resolution

The General Assembly approves the EuroGeographics AISBL 2019 Financial Accounts, and discharges the administrators of EuroGeographics AISBL from liability toward the AISBL itself, and the AISBL may no longer turn to its administrators in case of a fault.

Yes	
No	
Abstain	

*(Please tick one box)*

Signature	
Full Name	
Position	
Member Organisation	

The President requests that this form, signed, is sent by email as a pdf document electronically to Anne-Claire Bourdessol: [Anne-Claire.Bourdessol@eurogeographics.org](mailto:Anne-Claire.Bourdessol@eurogeographics.org) by 17.00 CET on Wednesday 6<sup>th</sup> May.