



Implementation of the AISBL Structure

An update to Conference document no. EGC 7 - Regional Report 2017-2019: Annex 3 (in response to Proposed Motion 8, passed at the Regional Conference 2019)

Introduction

The Europe Region Extraordinary General Meeting took place before the World Conference in 2017 and Document no. 4 'Europe Region Financial Governance Task Force Report' was adopted.

The main proposal was that we should improve the existing AISBL structure in Brussels, and there were four additional recommendations.

Conference document no. EGC 7: Annex 3 provided an update on progress with the overall implementation for the European Member Organisations ahead of the Regional Conference in 2019.

This document provides a further update in response to Motion 8¹ passed at the Regional Conference in 2019 and specially addresses:

- Explanation of the current state of implementation and steps taken
- Members of the AISBL General Assembly and Board
- Overview of the different alternatives to the regional treasurer position

Motion text:

The European Guide Conference will be:

- reaffirming the Extraordinary General Meeting (EGM) 2017 approved Motion 6 for an improved AISBL structure (WAGGGS Europe Office in Brussels);
- considering the importance for MOs to be informed on the implementation of conference approved motions;

The European Guide Conference requests the Europe Region Committee to produce a written report on the implementation of the new AISBL structure, as voted for during the EGM that took place in Delhi in 2017. The report should be sent to MOs within 2 months after the conference and should contain the following elements:

- a brief explanation of the current state of the implementation and the steps taken;
- a list of members sitting on the board of the AISBL (name, positions, body they represent).

In case the implementation of the requested structure hasn't been completely concluded yet, a provisional report explaining the reasons and information on how the implementation will be achieved should be sent to MOs within two months after the conference. The requested structure should then be implemented at the next possible meeting and a final report should be sent as soon as possible, but not later than a year after the conference.

¹ [M_EGC_08 as amended by Proposed Amendment A_EGC_07](#)



Current state of implementation

Further progress on implementation was made during the AISBL Board of Directors and General Assembly meetings which took place on 29 August 2019.

The table below summarizes the proposals adopted in 2017 and contains an update on implementation against each point, as of 30 September 2019.

Option 1	Main proposal
Improved AISBL (existing structure in Brussels)	Article 4 of the AISBL Statutes shall be revised to guarantee that the ERC has a majority of members on the General Assembly (GA) and the Board. The AISBL Board will be composed of 2 staffs and 3 ERC members supported in an ex officio manner by the treasurer of the committee. The Financial Governance Task Force (FGTF) strongly recommends an amendment be made to the Article 4 of the AISBL Statutes (article on the composition of the GA) by adding 2 sentences at the end of the article: The Chair, co-chair and minimum 1 other member of the Europe Region Committee becomes automatically members of the GA the moment they are officially elected. The composition of the GA is revised so that the majority is in the hands of the Europe Region Committee.

Summary of progress

Option 1 has now been implemented.

The legal entity under which the European Office operates remains an AISBL (BE) and an affiliate of WAGGS (as registered in England and Wales, charity number: 1159255).

The current members of the AISBL General Assembly are:

- Eline Groeholt (World Board Member and Chair, Europe Committee)
- Lilit Chilingaryan (Vice-Chair, Europe Committee)
- Petra Stipanic (Member, Europe Committee)
- Paula Neher (Member, Europe Committee)
- Agnes Kauer (Member, Europe Committee)
- Stephanie Darmanin (Member, Europe Committee)
- Sophie Stevens-Lemaigre (European volunteer)
- Ana Maria Mideros (Chair, World Board)
- Sarah Nancollas (Chief Executive)

The current members of the AISBL Board of Directors are:

- Chair/Director: Eline Groeholt (World Board Member and Chair, Europe Committee)
- Vice-Chair/Director: Lilit Chilingaryan (Vice-Chair, Europe Committee)
- Director: Stephanie Darmanin (Member, Europe Committee)
- Director: Ana Maria Mideros (Chair, World Board)
- Director: Sarah Nancollas (Chief Executive)



Nicola Lawrence (Head of Governance, WAGGS) acts as the Company Secretary to the AISBL.

Therefore, the AISBL General Assembly and Board of Directors both now have regional members in the majority. Doris Rutishauser has been replaced by Stephanie Darmanin on the Board.

Once elected as Regional Chair and Regional Vice Chair, these individuals automatically become Directors of the AISBL.

In the future, the AISBL Board of Directors may consider the addition of the Regional Director to their membership (once appointed), to address the Task Group's suggestion to have two staff members on the Board.

Proposal 1	Detail
Treasurer for the Europe Region Committee / region	The Europe Region Committee should be able to appoint a Treasurer (not just a financial advisor). This individual would ideally be an elected member of the Europe Region Committee with a strong background in financial management. If the appropriate skill set is not available from the members of the ERC elected at the European Regional Conference, then the members of the ERC would have the ability to appoint an ex-officio treasurer. Although it is outside the scope of its mandate, if this recommendation is accepted, the FGTF would be happy to provide the ERC with a detailed job description outlining the recommended roles and responsibility for the treasure position as well as an assessment of the necessary qualifications.

Summary of progress

Proposal 1 was originally met, but there has now been a vacancy for a Treasurer for some time.

Doris Rutishauser was appointed as the Treasurer to the Europe Committee but since she resigned, it has not yet been possible to find another suitable person to appoint.

The previous Europe Committee have explored some alternatives and will share their ideas in a handover to the next Committee, which will then make a decision on how to proceed. The current Europe Committee will discuss this in the upcoming meeting in November 2019.

A call for volunteers, including a treasurer and a financial support team, will be forthcoming and we encourage Member Organisations to propose people with the appropriate skills for the range of roles on offer. Financial resources are available in the 2020-2022 budgets to support the implementation of this additional support.



Proposal 2	Detail
Proposed accountability framework	To ensure there is a clear understanding of the accountability and governance of the funds within the European Region it is recommended that the following accountability framework be implemented ² .

Summary of progress

Proposal 2 remains partially met.

The accountability framework is in place and the WAGGGS budget approval process conforms to this.

It is recommended that this accountability framework be revisited at the Regional EGM in 2020 to see if it needs to be updated to reflect the proposals set out in Conference document no. 6 (A Vibrant Movement – A New Strategy and Planning Cycle for WAGGGS).

The Committee has reviewed the staff structure of the Region in light of the Europe Contribution and budget agreed at Conference and proposes to appoint the Regional Director as soon as possible to further support the full implementation of all areas – including financial reporting. This will include providing a quarterly balance sheet from January 2020, as agreed during Regional Conference.

The 2019 Financial Report will also be presented to Member Organisations during the EGM in 2020.

Proposal 3	Detail
Service Level Agreements	The FGTF recommends the implementation of Service Level Agreements (SLAs) to be established between the ERC (and the AISBL) and WAGGGS. This would increase clarity and transparency by outlining the expectations for the nature and extent of services to be provided by WAGGGS to the ERC. This will ensure the ERC has a clear understanding of the services that will be provided by WAGGGS in return for the funds provided by the EVC and any donations/grants received from the EU. It will also allow WAGGGS staff to plan resource requirements in particular to estimate the appropriate staffing model.

Summary of progress

Proposal 3 has not been met.

With the current global review of service provision complete, the Committee is now reviewing the regional staff model, and this provides a useful moment to ensure that the necessary SLAs are created so that there is clarity for all.

² See pages 12 and 13 of the original report.



As part of this review, we have explored whether it might be sensible to revert to having the financial officer for the AISBL in Belgium. The call for expressions of interest took place over the summer of 2019 but demonstrated that this route is prohibitively expensive.

Therefore, recruitment has now been successfully completed and Kinjal Parmar commenced work in October 2019 based in the World Bureau to focus solely on European finances. Kinjal works two days a week and will travel to Brussels on at least a quarterly basis to ensure good liaison with the Europe Office team.

The intention is to have all global and regional structures in place, with corresponding SLAs, by January 2020 at the start of the new financial year.

Proposal 4	Detail
Payment of European Voluntary Contribution	<p>Due to the decision of the Brexit, it is advised that WAGGGS prevents money transfers between EU & UK as much as possible to avoid losing money on bank transfer charges which could become even more important with UK leaving the EU.</p> <p>When the amount will be included in WAGGGS global account management, money transfer should only be done when absolutely necessary.</p> <p>The amounts received through the EVC & EU grants should remain on a Belgian account. Bank transfers between EU countries and especially countries using the EURO are free of charge.</p>

Summary of progress

This proposal has been met.

The European Contribution is held in the AISBL's bank account in Belgium and money transfers are therefore kept to a minimum.

These funds are accounted for as a restricted fund in the WAGGGS global accounts.

Conclusion

The Committee are making good progress on implementing the recommendations of the Financial Governance Review Task Group. The main achievement is that we can say that the Europe Committee of WAGGGS is in control of the EC, by constituting the majority of the AISBL Board of Directors and the AISBL General Assembly.



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The Europe Committee will undertake to provide a further update to Member Organisations, in advance of the 37th World Conference in Uganda, where hopefully we will be able to demonstrate further progress.

We thank you for your continued support in achieving these recommendations and urge Member Organisations to assist us in fulfilling the role of the Treasurer when the call goes out.

Committee Members

Eline Marie Groeholt, **Chair**

Lilit Chilingaryan, Vice Chair

Petra Stipanic

Stephanie Darmanin

Agnes Kauer

Paula Neher

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Registered AISBL Belgium