

**Proceeding of Kiwanis International European Federation - Special Convention
Luxembourg 14th of January 2017.
Hotel Légère**

Opening of the special Convention

1. At 14.06 president Sjoerd Timmermans open the session.

a) Welcome by Sjoerd Timmermans, KI-EF president.

Dear fellow Kiwanians good afternoon and a warm welcome here in Luxembourg. It is fantastic that you are here with such big number of people and you find your way even with so slippery roads. I respect very much and this means for me that you care about our organization, also a great welcome to our international president Jane Erickson, it is family; she this morning call me brother so she is my sister and also is great to have here my son, that is what they said of him Karel Timmermans from Belgium, it is good to have all this family and also a warm welcome to my friend the executive director of Kiwanis International Stan Soderstrom. This proves the importance of this meeting. I have to apologize for the date of today, so early this year with all the danger of the slippery roads and the bad weather condition but it was necessary because Kiwanis International is waiting with the registration of the international convention in Paris on our decision if we can grant free entrance for our members and we are going to decide about that too, and that was the reason for the time and nothing else. We are on the way of transition from European Federation in to Kiwanis International Europe as an affiliate, you will hear a lot today from our bylaw advisor Manfred Puckner and also from Jane and Stan. Within Kiwanis this is a pilot and soon other areas, when we are successful, will follow. You can think about other countries as India, China and so on. Stan will explain more about that. Many years we, as Europeans have been complaining about a lack of influence, I heard stories in the past that we are bringing a lot of money to Indianapolis and we did not get so much back, that is going to change, that is why we are going to have a discussion lead by Manfred Pucker, our bylaw advisor together with his committee members, and we are going to explain about that later. There has been a long discussion about the change of current governance and a lot of rumors have been spread around. Ladies and gentlemen article X is not in amendment now and will there is no amendment in Paris, we only start the discussion from scratch. We realize that has been a little bit of confusion about that and we apologize for that. Today Henk Oostdam will lead the discussion and explain the way we like, we need growth, again welcome and I wish you a very fruitful special convention and I hereby open this convention.

May I ask now for moment of silence to remember our Kiwanis friends who passed away shortly for this meeting.

Thank you.

I think now is time for the address of my sister, the international president Jane Erickson.

b) **Address by the international president Jane Erickson.**

Thank you my brother even if once he calls me mother, I will try to speak slowly even if I will speak fast anyway. I am exciting can you tell? It is wonderful to be here and it is wonderful to have the opportunity to be part of Kiwanis family worldwide, no matter where you live you have the same goal: to help children. Years ago, when I was a trustee of the Foundation, there was a meeting attended by many governors and district secretaries and for some reason I was seated with the attendees rather than at the international table and we were talking about membership and I was watching a gentleman from Poland starting very happy and ending very sad and this is the way that should work and I started a conversation, he looked to my name tag he said trustee Jane? And I said yes, his name was Jacek and I said you look sad, tell me what are you thinking and he said in Poland we were five clubs we were family, I said family? He said yes, he said we were ten clubs we were family, I said good, he said then we were fifteen clubs, family not sure, now twenty-five clubs no family, I said no family? He said no, and now I am sad. I said in Nebraska where I live in United State we have two hundred clubs and we are family, and he said yes? And I said yes, do you agree that we are family? Yes, good job. Now during the week, we talked about ways that clubs, divisions, districts can become family. At the end of the week we had a big party we all the attendees, trustees, officers, he came over to our table and he said to my husband, I Jasek may I borrow trustee Jane for fifteen minute? And do you know what my husband said: yes. We talked a little about membership and the end we came back to the table and one of my friends said Jasek did you handle Jane and he said yes me Jacek and trustee Jane we made family, my husband said no. Six month at the international convention among a lot of people I heard a voice: trustee Jane do you still wish make family with Jasek? Oooh, I laughed and I went away. Let me ask you do you wish make family in Kiwanis? Yes. Is this the reason why you are here? Yes, absolutely, that is what we are doing: every day in Kiwanis we have the opportunity to pull our family together to help children, here, in your district, and me at home in my district and in districts and clubs all over the world. Our job, our dream is to make children happy and to let them know that we will support them and we love them and make sure that they will get what the need. Do not you think that will be wonderful that we get up in a world where every child is

happy, healthy, safe and loved? Think to that world, how many of you would like to live in that world? That is a big dream, this year we energize that dream, make sure before you leave to get the pin, the president pin, that a tiny hand print on, we hold the life of children in our hand as Kiwanians every day. We have the power to leave our handprint with another handprint around the world. How can we do that; how can we create a Kiwanis that move it forward? Right now, a number of members are dropping and that is not a good thing. They are dropping in district all over the world. The number of volunteers in Kiwanis are dropping and this does not work. How many of you love children? If you love children now is the time to stand up and to make the difference. We need to make our organization vibrant and a living, to make our organization resilience and that can move forward in the best way. Years ago, we decided to look at Europe as a new model, the partnership is in your hand. You have an opportunity today to vote on that, the opportunity to create a Kiwanis that will be better for our children, because every child needs to be safe, health and love. This pin will remind you every day. Everything that we will do make the different for our children. When in forty year we will come back in this room, brother Sjoerd you will be very old, we should have a stronger organization than now. Energize the dream that every child is safe, healthy and love. Thank you brother, thank you.

c) Address by Stan Soderstrom, Executive director Kiwanis International.

Good afternoon, I see so many friendly faces and so many friends in the audience. Good to see you again. I want to congratulate the leaders of Europe for the work done in the last several years. Let me give you an historical prospective of where Kiwanis has done in the last years. In 2014 the organization adopted a new strategic plan the IPLAN. The IPLAN takes his name for the initial of four words starting with the letter I. We talk about the I of Inspire, inspire our member around the world, another I is for Impact because our member around the world are doing great services for children, Impact is achieving our mission. Another I is Image and we need to pay attention to the fact that we have an important brand as Kiwanis and the brand involves our logo, involves our reputation, and involve our graphic standard and we want it respected around the world. Another I is for Investment, we have a solid financial resource but we need to be sure that the money that comes from our member and from outside of the organization are invested wisely from Kiwanis Children Fund, districts, and clubs as well. We developed the IPLAN in one of first meeting in Europe in November 2014 with the European strategic committee chaired by Ernst Von der Weppen from Germany at the time and we aligned the European strategic plan with KI strategic plan and we aligned those very nicely. We came back with that work about half year later

with KI officers and Ki-EF officers and prioritize those items in the strategic plan that made sense to work for Europe and looked at those items we identified they would make Europe strong and growth in Kiwanis and the resources to do that. We needed a stronger office in Ghent, we needed more financial resources, we needed stronger branding, we needed dues revenues, including partnership and merchandising, we needed stronger marketing and communication tools and we needed effective meeting and management of those meeting. And I give credit, large credit to Sjoerd Timmermans he began to explore in our conversation what may that look like, why the actual structure of Kiwanis today do not looks like as a global corporation or a big brand and our conversation was very effective and very successful. We thought about a big corporation in Atlanta in USA that think in that way the Coca Cola. They sale a brand standard, they establish as the Coca Cola would taste like anywhere in the world but they not establish the price and resourcing, this is not upon the economy in Atlanta. If I am in Africa, if I am in Asia, if I am in Europe the Coca Cola price depends of these area economy, the costs of production, the costs of the material they use to produce Coca Cola, we liked that way to think for Kiwanis and we realized that if we should be able to franchising or licensing Kiwanis around the world it would be more effective. We looked to our organization bylaw and we were prohibited for doing that. We proposed to the delegates in Toronto the last summer the opportunities to change the structure of Kiwanis and they agreed to amended the bylaw of our organization. Now we can start to sell Kiwanis globally using the tool of licensing and that is where are today. It makes sense to begin with Europe and let us establish a new Kiwanis in Europe. In Europe, we never registered Kiwanis as a legal entity and this is a problem. Another problem is to figure out how we are going to do licensing as a not profit non-governmental organization and if this will work for Europe, it will work for Kiwanis in India, perhaps China and in other part of the world. That is our work today, to develop this program for Kiwanis worldwide. We could not wait to start in Europe, the European leadership has start to work in the recent months in this kind of heavy lifting work and today this kind of work will be discussed. I am excited because this will help growth Kiwanis globally. I think it will give European Kiwanis clubs and districts the tools to be more successful in growing and in bringing service to children, children that are in back yard here in Europe or in other part of the world that you choose to support and it is exciting to me. Working together KI and KI-EF will allow growing Kiwanis in other part of the world after being successful here. It was important to be with you today because I want hear your comments, I want hear your questions and how we can chart the course of Kiwanis in the next decades. In the same time, I want says thank you and

congratulation to all leaders here in Europe because they are being visionary for Kiwanis for the decades that come. Mr. president I congratulate with you for having this assize today.

2. Agreement of agenda

President informs that there is a new agenda, gave previously and asked the General assembly agreement. **Unanimously accepted**

a) Nomination of committees

President informs the General assembly that the board appointed for **the committee on credentials**, chair Jon Fadri Huder (Switzerland-Liechtenstein), members: Valchiria Do (Italy-San Marino), Gerhard Gschwentner (Austria), Martin van de Meer (Netherlad). For **the committee on elections**, chair Ralf-Otto Gogolisky (Germany), members: Jan-Michel Gibaud (France-Monaco), Marie Paule Bollen (Belgium-Luxembourg), Haukur Sveinbjornsson (Iceland), Terje Kristian Christensen (Norden).

The committees were accepted unanimously.

b) Report and determination of the existing quorum and standing rules for the general assembly

The committee on credentials reports a total of 84 delegates and 35 delegates at large, total of voting delegate all in good standing 119. According KI-EF bylaw art VII, section 17, we have reached the quorum. **The report is unanimously accepted.**

c) Approval of the standing rules of the General assembly.

Rules are approved with large majority.

3. Administrative decision

a) Free admission ICON 2017 for KI-EF members.

President said that the topic has been discussed during the last KI board meeting, considering what happened during the ICON in Geneva where there were not so many European delegates and one of the reason was the cost of the registration and the celebration of KI-EF convention just before. For these reasons, we decided to celebrate the ICON convention and KI-EF convention in the same place and in the same period. We would like to have a large number of European delegates at the convention. European members payed already fees for KI-EF convention organization, but if they want attend ICON convention they have to pay about 300,00 USD. We started a discussion with KI president, executive director and trustees In Indianapolis. We checked the number of European participation during the last KI-EF and ICON convention (about

250 for KI-EF convention) and we made an agreement, if we pay € 67.000,00 we will have free admission for the European delegates and partners at ICON. I think this is a very good deal, especially if we will be with more than 250 delegates. You have the text of the agreement in your convention booklet. I kind ask you to reallocate part of our reserves for paying € 67.00,00 to KI and to give to our member free participation to next ICON convention in Paris.

Ernst Von der Weppen, former KI-EF president, Germany district, remarks that the calculation of 250 European delegates is a little bit optimistic. He said also the European members pay € 3,70 for KI-EF convention and we have some reserve, more than € 100.000,00. I remember also a period when we have deficit after every convention. In our bylaw is written that we have to use our money wisely and have a separate account for the reserves fund. I think that according the bylaw we cannot use the reserve fund for the participation of our members to ICON convention, in my opinion this is to squander our money and I do not agree to the motion.

Henk Oosdam, Netherlands district, I think that the house of delegates is the right place to decide modification of bylaws and budget. Given the situation I think we have to agree to the proposal to reallocate the money for the participation to ICON convention.

Vincent Salembier, former KI-EF president, district Belgium-Luxembourg. I have two questions, the first is how did you calculate and from which figures come from the amount of € 67.000,00 in order to have for the future some criteria for similar situations. The second question is how do you calculate the amount of € 50.000,00 for the next combined convention?

President answered that € 67.000,00 is the result of a prevision of 250 participants. The amount of € 50.000,00 is instead the calculation of what we would like to set aside for the special fund (point 3b) in order to not use the ordinary reserve fund for similar events.

Votes in favors 111, against 8, Approved.

b) Creation of a special fund for future combined convention.

Vincent Salembier, has a different proposal. He said that when we take a decision that involve the next 5 or 6 years is better to modify our bylaws, for this reason he proposes to split the topic and in Paris discuss about an amendment that split our fees for KI-EF convention in two part, one for the future combined event and the other for KI-EF convention.

Henk Oosdam, He think that Vincent proposal can be accepted because budget is something that involve the board each year, that proposes to the house of delegates in order to be approved. This is not item to add in our bylaws.

Hans Vermeer district the Netherlands: thinks that the fees for conventions are too high and we have to reconsider that.

President said that we had to increase the amount of KI-EF convention fees because in the past they were not enough and after the convention in Bergen the house of delegate voted the actual amount of € 3,70. I have to congratulate Vincent Salembier because when he was president was able to have some sponsor that gave money for KI-EF convention. I promise to you and to the delegates that I and my successors will take care of this special fund and how € 3,70 for KI-EF convention, that each member pay, will be used.

Goran Hurting, district Norden, said that this is a special convention and propose to postpone the decision on this topic to the ordinary convention in Paris.

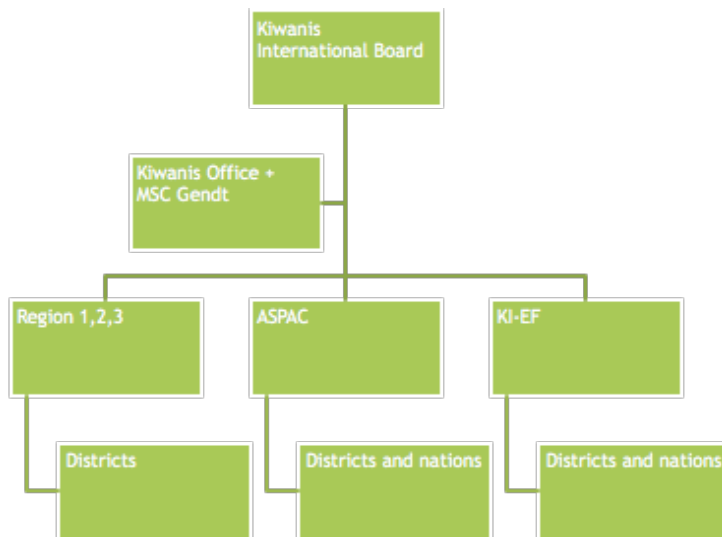
Votes on Goran's motion: in favor 47, against 72, rejected.

Eugen Mossdorf, district Switzerland-Liechtenstein, proposed to make an amendment in order to delete the convention fees because people do not like to pay them. President asked to prepare the amendment to be presented.

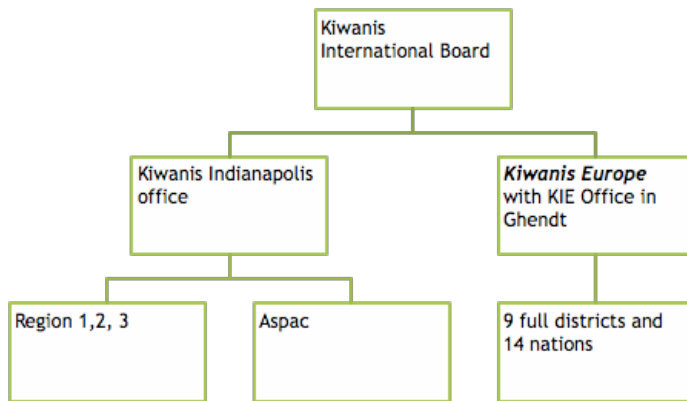
Vote on the original propose, in favor 97, against 22, approved.

President thanked all the delegates for their approval of the proposal.

c) **President** showed a presentation about the current situation of KI-EF and the how will change the structure of Kiwanis in Europe and worldwide. Actually, we have



The new Kiwanis model will be



President introduced the employees working at MSC, Corinne, Ruth, Evelin, Dolores, Eric, that in the new model they will be paid by Kiwanis International Europe.

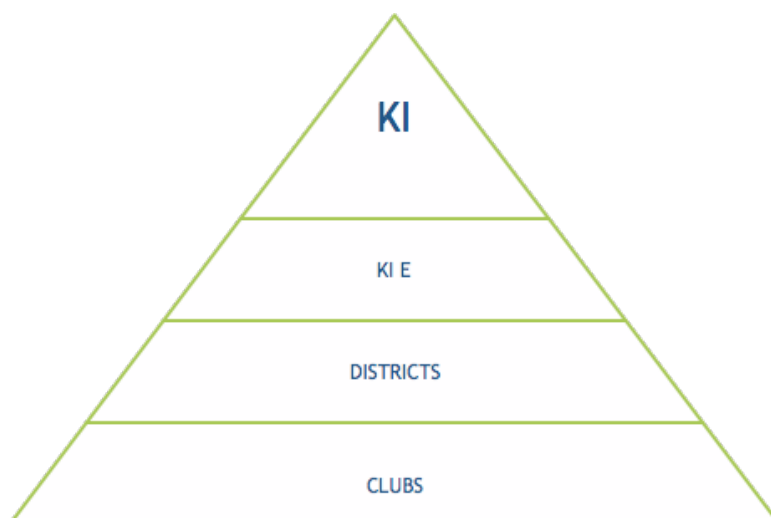
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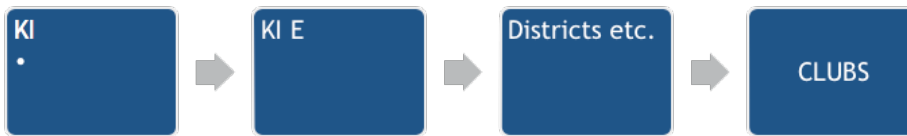
- Register Kiwanis International Europe, Draft to be presented today.
- Continue negotiations by the Task Force
- Proposal KI bylaw changes to embed affiliates

d) KI-EF Committee on Bylaw presented the draft of new KI-EF charter and the transition process.

Bylaw Advisor Manfred Puchner with Christian De Maesschalck, Silvia Puskas and Nathalie Weber-Frisch explained that Kiwanis International Europe: “K.I.E.”, CHARTER (Constitution – Costituzione – Grondwet – Constitutie) is not a BYLAWS! The structure is defined by Art. 1. – Art. 4.: “Building” (the House)

Art. 5. – Art. 16.: “In House”, > Art. 5.: Members: Districts, Non-Districted Areas, Nations; Art.17. – Art. 19.: “Building” (the House).





Manfred spoke about the draft itself and explained why it should be called “Charter” and not “Bylaws”.

“In Kiwanis, we enter in a new world, in so called a “licence system”.

For that it is necessary that each partner of this licence system has a legal entity of its own. Today KI EF is only a civil law association and is ruled under the law of Indiana. To become a legal personality, we need to be we have to change the legal status like from it is now to a new model with a legal entity”.

Then **Nathalie Frisch Weber** presented the first few articles of the proposed charter and explained why it is necessary to add behind the name of KIWANIS INTERNATIONAL EUROPE the words “SANS BUT LUCRATIVE”.

The new KI E should be registered in Luxembourg.

After that **Silvia Puskas** explained the member status in the new KI E.

She mentioned that members of KI E are the districts and the non-districted areas. The districts and non-districted areas have to have a legal entity itself. So, first we have to check the legal status of the districts according their local law.

For the non-districted areas, we still have to find a solution so they will become equal members of the new association. She presented some figures about membership in no district area, that are about 492 members in total and how they will be part of the new European entity.

At least **Christian de Maeschalk** described the Articles in the new draft regarding the “in-house”- regulations like Board, committees, convention and procedures.

He points out that most articles were taken from the old KI EF Bylaws, so there will be not a big change in the Articles of the new Charter.

The Chair for Bylaws, Manfred closed the presentation and explained the “cascade system” in the new system in Kiwanis.

KI (first level) as the only owner of all rights of Kiwanis and owner of the label “Kiwanis” (all together so called “intellectual property rights”) will hand over this rights to the new KI E as licensee in a licence agreement (second level). Such an agreement has to be negotiate with KI yet. Such an agreement will be like a basis agreement which should be used for the lower levels.

KI E as licensee has to full fill the obligations according the agreement, has to pay a licence fee to KI and has on the other hand the right to give this intellectual property rights to the districts and non-districted areas. That will be the third level.

The districts and non-districted areas pay for that also a licence fee to KI E. The districts and non-districted areas themselves will have the rights to hand over those rights to the clubs (fourth level). To create such a system, it is absolutely necessary to install KI E as an association with a legal entity for that we need a KI E.

Manfred then asked Stan to say some comments to the Charter's draft.

Stan thanked the team for the hard work done. Once the draft is approved KIEF will be a pilot area in Kiwanis. The charter document after the final vote of European house of delegates needs to be approved by KI board of trustees. Why started the process of new government with Europe? Europe has a strong structure and desire to improve operation, also in this moment in Europe we have a good leadership with three past international trustees as next European president and two international trustees former KI-EF presidents. I think the time is right and the person too. There are still many questions and problem to resolve but we will try to do our best to answer to the questions and resolve the problems.

Manfred thanked Stan and invited the delegates to send remarks, comments and other not later than the end of February.

President thanked the committee for the hard work done and remarked that in Europe there are about 33 countries with different cultures, languages and law systems and it is not easy to harmonize all, we are united in diversity.

Hans Vermeer complimented the committee for the work. He remarked that KI is not the owner of Kiwanis brand but that belong to each clubs. He asked if in the future in the house of delegate there will be club delegates or district delegates.

Manfred answered that KI logo is a registered brand and not belong to us but to KI and is registered in Indianapolis. The position of delegates in the general assembly during the convention is not defined yet. We are working in order to give to all members the possibility to speak and vote even if the members of the new Kiwanis Europe will be the districts.

Eugen Mossdorf, asked to have more time for the clubs to discuss about the draft because the topic is not easy.

Manfred replied that February is not a final date or the discuss is closed, because until the final approve there will be time to change, to discuss and to modify the draft. There will be a board and we would like to have some work done before the board.

Philippe Humbert, district France-Monaco, had a question about the contract between KIE, districts and clubs.

President replied that is too early to speak about contract because we are still working on it and the same KI.

Werner Ostertag, district Germany, asked about the trade mark of Kiwanis and if it is registered in Europe.

Stan answered that the brand Kiwanis is registered in USA and Europe as well.

Kim Muller, district Germany, suggested to maintain the same representative system at the house of delegates of three delegates for each club and also to consider the number of membership of each district, big districts more weight at the house of delegates.

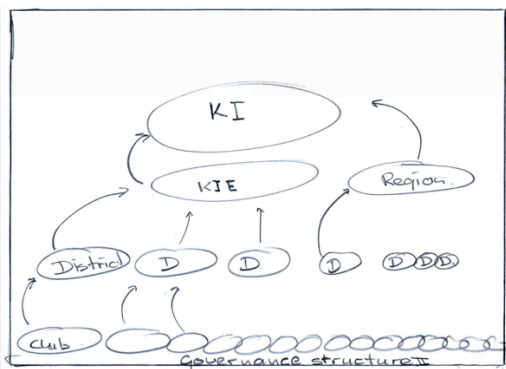
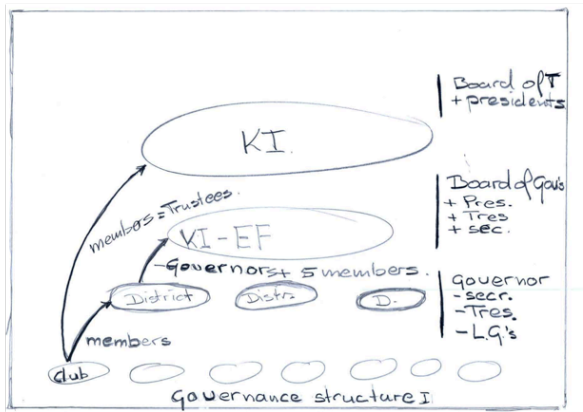
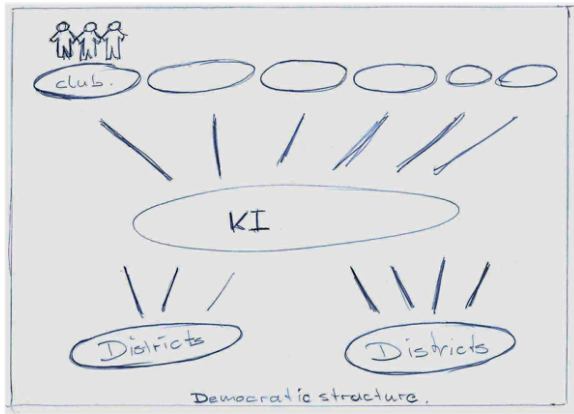
Waib Alladin, district Switzerland-Lienchstein, remarked that Kiwanis is clubs' association and not districts association.

Manfred replied that it is right but there are some changes and we have to change our bylaw. We need to have to consider the new entity in order to avoid discussions. Let us be the pilot for KI. For the district weight at the house of delegates let us have a democratic discussion on it.

President then asked to the delegates to vote for continuing the work done on the Charter draft and invite one more time to send remarks, comments and suggestion before the end of February.

Votes in favors 107, against 2, Approved.

e) **Henk Oostdam** KI-EF chair committee on resolution, showed the process about the idea of new model of representation of Europe in the International board, because in the past Kiwanis Europe was not very well represented and there was a lack of information.



President thanked Henk for the explanation and asked to the delegates to discuss about this problem and solution in their own clubs, divisions, districts and send all the comments and remarks to Henk.

4. Delegates remarks and questions. None.

President asked for all the processes to send remarks not later the end of February.

5. Closing Remarks by KI-EF president.

President asked to Mona e his husband Gorand Hurting to come on the stage and gave them a special award for the 50th anniversary of their club.

6. President thanks all the attendees inviting to come in Paris to celebrate our 50° anniversary and at 15,50 closed the meeting.