



17/06/2021 – 10:30-13:30 (Brussels time) Annual General Meeting (online)

Present: Juanjo Martinez (President) - Charlotte Timson - Giorgio dal Fiume - Jean-Christophe Galland - Mikkel Kofod Nørgård – Chantal Young – Eve Broadis – Sophie Tack – Caterina Occhio – Manfred Winkler – Catherine Seewald – Matthias Fiedler – Alex Gareiss – Pierre-Yves Brasseur – Cristiano Calvi – Luca Bertoni – Matt Oliver -Martin Rhodes –

Marina Moreno – Steffen Weber – Gaga Pignatelli – Lee Saville – Arjun Malhotra – Rolf Sundblad – Olga Estella – Poul Roed Kristensen – Irmtraud Schmidt – France Villeneuve – Andrea Futterer – Tracy Mitchell – Marianne Bols – Emilie Durochat – Fredrik Kondrup – Sabine Bobenhauser – Basu Tiwari – Mirza Mulaosmanovic – Giovanni Gerola – Kirsi Kotisaari – Laurent Kerdoncuff - Helga Duhou - Fritha Mason - Océane Zarccone - Julia Wild

Chair: Océane Zarccone

Agenda

1. Welcome and introductory words by the President and other Board members;
2. Appointment of the Chair and Secretary;
3. Appointment of the Voting Committee and confirmation of the quorum;
4. Approval of the Minutes from the 2020 AGM in Brussels, Belgium;
5. Presentation of 2020 Accounts and Balance;
6. Approval of 2020 Accounts and Balance; Discharge of the Board of Directors;
7. Presentation of the Annual Report 2020/21;
8. Presentation of the Budget 2021 and 2022 Provisional Budget (incl. fee for 2022);
9. Approval of the 2022 Provisional Budget (incl. fee for 2022);
10. Presentation of possible candidates to the Board of Directors;
11. Approval of new possible candidates to the Board of Directors;
12. Presentation of proposed draft revision of Principles 9 & 10.
13. Any Other Business (AOB).

1. Welcome and introductory words

Juanjo Martinez (President) welcomed everyone, due to a lack of time, there was no speech. Mikkel Kofod Nørgård (Regional WFTO-E Coordinator) presented the agenda.

2. Appointment of the Chair and Secretary

Those that have the right to vote (Guaranteed Members that paid the fees) should keep the vote to have the quorum. Océane Zarcone was appointed as Chair and Julia Wild as Secretary. Approved unanimously.

3. Appointment of the Voting Committee and confirmation of the quorum;

Mikkel Kofod Nørgård, Julia Wild and Océane Zarcone were appointed to the Voting Committee, so all members could keep their ability to vote. Approved unanimously. Votes were done by the polling function on Zoom and were anonymous, although poll results were shown for all members to see before being confirmed by the voting committee. All members present were called out and the quorum (which would be 35) was confirmed with 35 members present and 2 represented by proxy, totaling 37 eligible votes present.

4. Approval of the Minutes from the 2020 AGM in Brussels, Belgium;

Unless there is anyone to make disagreements, the votes aren't anonymous. For the Board Election, they will be anonymous. The minutes were approved by 30 in favour and 7 abstentions.

5. Presentation of 2020 Accounts and Balance;

Chantal Young, WFTO Europe Financial Consultant presented the 2020 Accounts and Balance. There was another financial consultant before, Michael Fivet, and Chantal took over in January. At the beginning of 2020, the consultants compared the accounts and produced a 10 page report issued in French and in English. The essential figures are on pages 5 and 6: details of income and expenditure. Total income of 122,707 euros. This consisted essentially of two items: membership fees of 59,037 euros and the income for the EC3 – Trade Fair Live Fair Grant of 57,286 euros. This project went on from 2017 to the end of 2020. The financial report and spendings for that project have been audited and the contribution by WFTO Europe was accepted and appreciated. Total expenditure of 127,361 euros meaning, that we spent more than we received, resulting in a deficit of 4,654 euros. The cash reserve at the end of 2020 is 38,909 euros in the bank accounts of WFTO Europe. Key expenditures: HR represented 66% of the total expenditure : 84,865 euros and Networking costs: contribution to FTAO, 13% of all expenditures for last year 16,735 euros. The third largest budget item is other expenses: 15,880 euros, the largest share being publications & other services, associated with the TFLF project: preparation of toolkits, translation etc. Office costs, the largest part being 5,481 euros for office rent. Equipment and supplies : 1,035 euros mostly in communications & subscriptions. The 2020 prediction were deficit of 2,000 euros, so it was more because of extra HR costs.

6. Approval of 2020 Accounts and Balance; Discharge of the Board of Directors;

The accounts have been approved by 31 votes in favour and 6 in abstention.

7. Presentation of the Annual Report 2020/21;

6 new members : Provisional Fair Moms and Sira Kura from France, Greenland CoFarming in Greece, Our Market from Germany, and Guaranteed: Cooperativa Sociale Alice from Italy and Seepje from Netherlands. Two toolkits, one on circular economy in June last year, and one on Public Procurement. Collection of practices for members that can help in work. These are supposed to be work in progress. An online space has been put up to collect tools and resources. The members review publications started in 2019, joint statement for COP24 and COP25, Textile Strategy now major part of FTAO Advocacy strategy. IWD 2020 Humans of Fair Trade. Two projects: Equite project and FASS-Food project.

8. Presentation of the Work plan for 2021/2022

In July, hoping to have another Erasmus+ opportunity. Working on a joint statement with the FTAO for the COP. Also hoping to move on for the Equite project to launch a market study. In August, work on a strategy for moving further considering Northern producers.

Priorities:

- Fundraising
- Northern Producers
- Human Rights Due Diligence
- Sustainable and Inclusive Business Models
- Capacity building for members

9. Presentation of the Budget 2021 and 2022 Provisional Budget

Budget 2021 :

Chantal Young presented the original forecast for 2021: Income of 76,575, due to WFTO-Europe losing its main sources of income because of the end of the TFLF project. The expenditure was expected to be 97,601 euros. The budget 2021 is 88,407 so far. The HR costs are much lower because there is now only one paid staff.

Rolf Sundblad from Swedish Retailers asked about the grants for projects: Will WFTO-Europe have enough resources to fulfill the upcoming projects?

Mikkel Kofod Nørgård answered: Yes, we have enough resources, as we focus on smaller projects with smaller grants. Tomaso Ferrando, professor of Law at the University of Antwerp, is leader of the FASS food project and WFTO-E is participating as a sub-contractor, so we get less money but also have less obligations. We try to get involved in projects with topics/contributions that we want to focus on anyways. Our focus is to offer activities and objectives to donors that are in line with our internal objectives

Sophie Tack said: congratulate the staff for its efforts, said the commitment to the FTAO is essential and has to be clear for the next 5 years, and she encourages WFTO-Europe and the members to always keep the FTAO in mind for fundraising activities and when applying for projects.

Budget 2022:

Charlotte Timson presented: Membership fee of 55,000 euros is a conservative estimate, considering the recent increase of new members. The fundraising target of 30,000 euros is because they are already certain for Horizon Europe grant of 15,000 euros. Very similar costs in the different areas to the 2021 budget.

10. Approval of the 2022 Provisional Budget (incl. fee for 2022)

The Provisional Budget of 2022 was approved with votes 32 in favour (including one proxy vote) and 5 abstentions (including one proxy vote).

Fees for 2022 were presented briefly as they are the same as they have been for many years and certainly the same as voted on last year (2020): They were approved with 29 in favour, 1 against, 6 abstentions.

11. Presentation of possible candidates to the Board of Directors;

For the Board elections, there are several people that have put forward their candidature. First, the President Juanjo Martínez presented his candidature for re-election for a second mandate, as his first had come to an end. Giorgio Dal Fiume did not stand for re-election after the end of his current mandate and was thanked for his contributions and efforts as a valuable Board member and overall support for WFTO-Europe over two rounds of being part of the Board, as President during the first. For new candidates, only one, Manfred Winkler from GLOBO, had managed to secure the necessary letters of support in advance.

Considering that the Board would be smaller than the size set out in our Bylaws ("between 7 and 9 members") and there are two other candidates (who did not manage to secure enough letters of support before the AGM) the President proposes to allow the vote on these candidates to go forward under the condition that they secure the necessary letters of support within 14 days after the AGM. This would allow the members to vote on the candidates. The alternative would be that the Board co-opts candidates to have enough members in accordance with the Bylaws, and since candidates that could be co-opted were already present the President argued that it would be better that the members were allowed to vote on them, rather than them being co-opted afterwards by the Board without being voted on before the next AGM. In addition, to observe fairness and equal opportunity for the elections, the opportunity was given to spontaneous candidates to present themselves at this point, with the same condition to gather the necessary letters of support within 14 days after the AGM.

Members were asked if anyone objected to this procedure. There were no objections, but one requested that it be put to a vote whether to adopt this procedure or not, as it would be better in line with protocol. The procedure was therefore put to a vote - it was

approved with 26 votes in favour (including 2 proxy votes), 2 against and 4 abstentions. Following this, the candidates presented themselves and their application for a position on the Board:

- **Manfred Winkler**, GLOBO, Germany.
- **Caterina Occhio**, SeeMe, the Netherlands
- **Karel Vieler**, Seepje, the Netherlands (Karel was not able to attend due to side effects from a Covid-19 vaccination the day before, and was by necessity presented by the President and by Sophie Tack from Oxfam Magasins du Monde, who have sourced their products prior to them becoming a member).
- **Kirsi Kotisaari**, Finnish Association of Finnish World Shops (spontaneous candidate).

12. Approval of new possible the Board of Directors

- **Juan José Martínez**, Oxfam Intermòn, Spain
 - Approved with 31 in favour and 4 abstentions.
- **Manfred Winkler**, GLOBO, Germany.
 - Approved with 30 in favour and 6 abstentions.
- **Caterina Occhio**, SeeMe, the Netherlands.
 - Approved with 22 in favour, 7 against and 6 abstentions.
- **Karel Vieler**, Seepje, the Netherlands.
 - Approved with 24 in favour, 6 against, and 5 abstention.
- **Kirsi Kotisaari**, Finnish Association of Finnish World Shops (spontaneous candidate).
 - Approved with 19 in favour, 7 against, and 9 abstentions.

13. Presentation of draft revision for Principle 10

The proposed revision for Principle 9 and 10 by the Board of WFTO Global was presented by the Coordinator, Mikkel Kofod Nørgård. All present were made aware of the opportunity to participate in the consultation and were made aware of the ways of doing so and the timeline of the consultation.

14. AOB

The Coordinator raised the planning of an extraordinary AGM in Autumn of this year to approve necessary changes to the Constitution mandated by new Belgian regulation and laws for non-profits. It was explained that members will be consulted for defining a good time and to observe sanitary measures against the novel Coronavirus expected to still be necessary (to some extent) at that time, it would be organised virtually like the current one. It was stressed that for Constitutional changes the majority obligations are 2/3 not simple majority, wherefore all members were strongly encouraged to make sure to participate.

All were thanked for their participation, their efforts and contributions to the AGM and to WFTO-Europe and the meeting was adjourned.