

## Minutes of the ESU / EDA Annual Assembly of 15 September 2017 in Luxexpo, Luxemburg

Start : 05.00 p.m.

End : 06:45 p.m.



1.) **Welcome and opening by the** 1st Chairman of ESU, Mr Siepi at 05.30 p.m. As according to our articles of association the required number of members (50% of members entitled to vote) were not present, the meeting started after a waiting time of 30 minutes. 32 members from different countries had travelled to Luxemburg to attend the annual assembly. Contributions were distributed in handouts in English/French/Italian and German.

2.) **Determination of a quorum and the number of members entitled to vote**  
Mr Siepi announced the quorum of the assembly

3.) **Transfer of the chair of the assembly**  
Mr Siepi in his function as 1st Chairperson chaired the assembly till his successor was elected.

4.) **Approval / amendment of the agenda** (as published in the ESU MAGAZINE pages 49 + 50 June edition 2017)

Mr Siepi asked members to vote on 3 amendments of the agenda

- item 9.1 was added  
increase of membership contributions
- item 13 was deleted
- item 8

Report of the French section was presented by Patrik Gil

Report of the Swiss section could not be given as Mr.Styner was not present.

All amendments as well as all remaining items of the agenda were adopted unanimously.

5.) **Election of an election committee**

Mr Butenuth, Mr Lanion and Mr D'Auria were proposed and unanimously elected.

6.) **Approval of the minutes of the last meeting in Lausanne Mex of 16 September 2016** (published in the ESUMagazine, December 2016 edition, as well as on the ESU website).

The minutes were unanimously adopted.

## 7.) **Activity report of the Board (Marco Siepi)**

### Activity report of the Board

The board year 2016/2017 was characterised by finding a successor for Mr Hogrefe and finally moving the head office to Meerbusch at the beginning of calendar year 2017.

Today, I am happy to report to you that after the gradual handover by Mr Hogrefe, the transfer took place smoothly. Since the beginning of this year, our board meetings have taken place in our new head office in Meerbusch close to Düsseldorf. This saves the association substantial travel and rental costs.

We recently introduced a newsletter. At the moment mainly serving the purpose of information around the Technology Forum, it shall be further developed in the course of next fiscal year. Our homepage was clearly used more intensively for information and communication organising the Technology Forum. For the closed section, members received personalised accounts, where they may place comments on homepage contributions in the future, thus enabling a public discussion among members. All in all, our association has modernised by using these media. In addition, we now have a membership administration programme, which Mr. Reucher tailored to the requirements of our association. The revision of our data portfolio will be our next task. Here, the head office will contact members in the coming weeks. Please support us in that process. You will help us to structure communication ways and processes more clearly.

Let me make a remark about the Technology Forum. Lead by Mr. Hogrefe and during the last two years firstly supported by Mrs. Reucher and now also by Mr. Reucher, the trade fair that has received global attention could continuously grow and gain international significance. Today 32 exhibitors present their latest technology on 640-m<sup>2</sup>-exhibition space. In comparison: In the founding year, 14 exhibitors presented on 28m<sup>2</sup> (14 individual tables of approx. 2m<sup>2</sup> each).

I am highly optimistic about the future of our association in general. In national organisations many changes occurred and new board members were elected. The German association has shown, particularly, that after initial difficulties a new and young generation could be found and was prepared to take responsibility. We have also succeeded to determine the direction for the board of the ESU in the coming years. For the elections today, we may present you the respective candidates. You will receive more information when we come to re-elections.

All in all, I may say that the association is in good hands ready for the future with Patrick as 1st chairman, and I am happy to support him in the next 2 years as advisory member.

## 8.) **Activity reports from the regions**

- Report from Germany (Mr Klaus )  
(see annex 1)
- Report from France (Mr Gil)  
(see annex 2)
- Report from Italy (Mr Giambattista Franco)  
(see annex 3)
- Report from Switzerland (Mr Styner)  
(not given as Mr Styner was not present)

## 9.) Financial report 2016 and budgetary plan 2017/2018 presented by Marcel Tigchelaar

The profit determination presented on 3 May 2017

by our auditors Wirtschaftsprüfungsgesellschaft SJS Schwierien, Jansen, Scherer GmbH, Köln shows a minus of EUR 15,501.99 for the European Diemakers`Association for the period 01 Jan. till 31 Dec.2016.

The 2015 General Annual Meeting already approved the 2016 budget with an expected minus of EUR 33,300 updated at the 2016 General Annual Meeting to EUR 14,000!

The expected minus was mainly based on the anticipated transfer and higher personnel costs for the head office.

Due to a new regulation on „the reimbursement of travel expenses including a retention of EUR 100 per travel for the board” higher costs were budgeted but not fully used, thus the loss could be reduced!

The contributions paid by members amounted to approx. EUR 48,000 for 2016 and are approx. EUR 4000 higher than in 2015 because of increased membership dues!

The current number of members of 136 (update May 2017- without valid lists from CH and F) shows a minus of minus two members compared to 2016!

As a result, our association ESU has 83 (2016: 88) die-makers  
and 56 (2016: 56) suppliers,  
3 of them with a double status

<b>Profit determination by SJS</b>	<b>Fiscal year 2016</b>	<b>Fiscal year 2015</b>
A. Non-material	Profit EUR 40,756.28	EUR 33,787.69
B. Asset management	Loss EUR 6,168.29	EUR 1,767.83
C. Special purpose	Loss EUR 13,197.64	EUR 6,301.64
D. Business operations	Loss EUR 36,892.34	EUR 76,011.35
<b>E. Association result</b>	<b>Loss EUR 15,501.99</b>	<b>EUR 50,293.13</b>

<b>SJS-profit determination/ 03May17</b>	<b>SJS-profit determination/ 22March16</b>	<b>Buffer</b>
<b>31December2016</b>	<b>31December2015</b>	<b>In comparison</b>
1.00 €	45.00 €	00028 EDP-Software IGE
1909.00 €	3.00 €	00335 other inventory
0,.0 €	68.92 €	Item in transit income
7,152.09 €	769.44 €	00940 Postbank
42,344.98 €	57,232.57 €	00950 fixed deposit on saving account-VR-Franken
1,173.65 €	10,174.73 €	00955 money market account VR Franken
872.78 €	799.67 €	VAT current year 2016
- 799.67 €		VAT last year
- 68,155.82 €	119,248.62 €	09000 balance carried forward minus
<b>- 15,501.99 €</b>	<b>50,293.13 €</b>	

	<b>Budgetary plan 2016</b>	<b>updated 2016</b>	<b>2017</b>	<b>2017 actual</b>	<b>plan 2018</b>
	Approved AM 2015		approved AM2016	approved AM16	
income	93,600 €	112,000 €	94,500.00 €	217,404	81.500,00 €
expenses	126,900 €	126,000 €	191,300.00 €	219,101.36 €	84,925.00 €
result	<b>- 33,300 €</b>	<b>-14,000 €</b>	+ 3,200 €	<b>-1,697.36 €</b>	<b>-3,425.00 €</b>

The financial report as well as the budgetary plan were unanimously adopted!

#### 10.) ESU audit report by Mr Berger

The auditing was performed at Buchen office on 15 December 2016. Mr Hogrefe, in his function as head of office as well as Mrs Manuel Jakob (for FDS and ESU accounts) in her function as internal auditor were present during the audit. Mr Berger was unable to attend for health reasons. He checked the documents presented to him and sent them back to Mrs Jakob.

Due to the planned transfer of the head office from Buchen to Meerbusch in December and the handover of treasury management to Mr Reucher the audit was performed in two parts. The first audit for January till November and the second till December 2016.

The audit for December 2016 took place on 27 June 2017 in Radolfzell with Mrs Jakob and Mr Hogrefe, as well as on 07 July with Mr Berger, Mr Abendroth, Mr Tigchelaar and Mr Hogrefe on the occasion of the board meetings held at the same venue.

The following documents were furnished by Mr Hogrefe for the internal auditing:

- Audit folder with revenues and expenditures in 2016
- Account statements Postbank – current account
- Account statement fixed deposit on savings account Volksbank Franken
- Journal 2016
- Inventory account 2016
- ESU revenues- surplus 2016 according to ESU accounting
- SJS compilation report and profit determination for 2016, issued on 03 May 2017

The compilation report on the ESU profit determination pursuant to §4, 3 EStG from 01 Jan. to 31. Dec. 2016 was available for the final audit performed by SJS Schwierien Jansen Scherer GmbH, Wirtschaftsprüfungsgesellschaft – Steuerberatungsgesellschaft, Cologne, 03 May 2017.

The folders were well structured and correctly kept by Mr Hogrefe. Opening and closing accounts were compared with the respective statements. Receipts were audited on a spot check basis both with respect to their allocation to non-material assets and business operations. Questions about budgetary positions, account postings and receipts were answered by Mr Hogrefe in a fully satisfactory and comprehensible way. No irregularities could be detected.

**The preliminary annual result shows a loss of 15,501.99 € .**

This mainly corresponds to the estimates and amounts stated in the budgetary plan 2016 as approved on the occasion of the General Annual Meeting 2016 stating a loss of 14,000.00 €.

The annual result of the association stated in the SJS profit determination shows a loss of 15,501.99 € and is in line with the documents and closing amounts presented for the internal audit. The difference is due to tax differences at year-end. In particular, due to the reduction of the non-deductible input tax of 3,943.83 € from account assignments that should have been allocated to non-material assets at year-end!

The internal auditors ask the board to encourage members, regions and also customers to pay membership dues and invoices in due time following pertinent financial rules!

In line with the FDS review of the membership classifications last year, we recommend to try to do this also in other ESU regions and direct members!

**11.1)** The annual financial report as well as the budgetary plan was unanimously adopted!

**11.2) Discharge of the Executive Committee**  
The Executive Committee was unanimously discharged.

**12.1) New elections**  
The 1st., 2nd. and 3rd chairpersons were to be newly elected.

#### Election of the **1st Chairman**

Mr Butenuth asked the present 2nd Chairman Mr Patrik Gil, whether he was willing to be candidate for the office of the 1st Chairman. Mr Gill agreed.

In the elections that followed Mr Gil was unanimously elected 1st Chairman for 2 years. Mr Gil thanked the members and accepted the election.

For the office of the **2nd Chairman** Mr Martin Rönngard was willing to be candidate. Mr Rönngard was unanimously elected for 2 years. Mr Rönngard thanked the members and accepted the election.

#### Election of the **3rd Chairman**

Mr Buthenuth asked members present, whether anyone would be prepared to assume the function of 3rd Chairman. Unfortunately no candidate was available. Thus the position remains vacant.

**12.2) Election of the two cash-auditors** (re-election is possible)

Mr Berger was once again available for the office and was unanimously confirmed in office for another 2 years.

Mr Berger accepted the election.

To replace Mrs Jakob members proposed Mrs Petersen/Boxplan. She agreed and was elected unanimously elected cash-auditor.

Mrs Petersen accepted the election.

This concluded the elections.

- 13.) **Approval to admit members outside Europe**  
As announced at the beginning this item was dropped.

14.) **Changing of rules**

9 General Meeting

9.13

Minutes are to be kept of every General Meeting, and the following information must be clear from these minutes: the number of members present, the number of members entitled to vote, the breakdown of votes cast for all votes taken, as well as all information enabling a review of the validity of the adopted resolutions in terms of the Rules of the Association. This record must be accessible to the members in the business offices of the Association and through publication in the association newspaper **or by mail** within 6 (in words: six) months after the end of the General Meeting. Objections can only be raised within 3 (in words: three) months after the record has been made accessible. After the expiration of this deadline, the minutes shall be considered approved by all members. Decisive for this determination is the point in time at which the minutes are made accessible in the business offices of the Association. The final form shall be approved on the occasion of the next General Meeting.

12 Scope of functions of the Executive Committee

12.8

Hiring and termination of employees of the Association and the possible establishment of an branch office; the declaration of the business address in Germany shall be communicated to the register court at the seat of the Association;  
**The treasurer supports the first chairman in personal matters from the office.**

13. Special obligations of individual members of the Executive Committee

13.1

The Association shall be represented in court and generally by 2 (two) members of the Executive Committee. To be valid, written original documents of the Association require the signature of the 1st Chairperson and the Secretary, and in financial matters, the signature of the 1st Chairperson and the Treasurer **or in representation in each case of another member of the Executive Committee**. Minutes of the General Meeting shall be signed by the 1st Chairperson and the Secretary. Furthermore, legal transactions between members of the Executive Committee and the Association require the authorization of the General Meeting in order to be valid.

All amendments of the articles of association were unanimously adopted by the members.

The newly elected 1st Chairman assumed the chair of the assembly and thanked Mr Siepi and Dr. Hesse for the extremely good cooperation in the last years emphasizing in particular their excellent work during that time. He also expressed his gratitude to Mr Hogrefe and Mr Reucher who incorporated- so to speak- the backbone of the association.

Mr Siepi thanked members for their confidence.

He reported that with hindsight he felt already in a different world when in 2013 he was elected 2nd Chairman of the association knowing that he would assume the function of 1st Chairman in 2015, as this were the rules of the game in the association. He pointed out that he enjoyed the cooperation in the Executive Committee and that he got to know very nice people. It would have been nice to also present a 3rd Chairman at the end of his term of office which unfortunately was not possible. Once again he appealed to members to reflect on whether anyone was prepared to assume the function.

Finally, he thanked the Executive Committee, in particular Mr Hogrefe wishing the newly Executive Committee all the best.

**15.) Approval of the place for next ESU General Meeting in 2018**  
**Proposal: Lyon, France**

The proposal was unanimously adopted.

**16.) Approval of the place for the next Technology Forum in 2018**  
**Proposal: again in Luxemburg**

The proposal was unanimously adopted.

**17.) Miscellaneous**

Mr Reucher pointed out that proposals to be dealt with at the General Annual Meeting had to be handed in at least 15 days before the assembly. This was not the case and members present did not asked for the floor.

1st Chairman, Patrick Gil

Secretary, Harald Stangenberg

## **Annex 1**

Report from Germany, FDS – Marco Klaus

We left the Lausanne Annual Meeting quite puzzled having heard about fiscal 2015/2016. After many years in office the board members Dr. Hesse, Olaf Abendroth and Harald Stangenberg with Dr. Hesse as chairperson already at the end of 2015 announced their termination of office for 2016. In Lausanne no successor candidates could be found! In order to create a basis for convening an extraordinary FDS annual meeting, the entire board then declared not being available for re-elections. The ESU Magazine thus remarked in the following edition: “Dark clouds over the FDS at Lake Geneva – board elections without results.” An extraordinary general assembly had to be convened in Würzburg in November 2016.

Being convinced that a strong German association is important to defend the interests of German die-makers, their suppliers and at the same time constituting a strong and even supportive pillar of the ESU, the present board was found and determined.

We owe particular gratitude to Olaf Abendroth and Harald Stangenberg. With their further activity in the board they guarantee a certain continuation for the processes of our organization.

We must not forget that together with the complete change of the board the head office was also restructured and transferred to Meerbusch with Mr. Reucher as new managing director, who at that time was new in the industry lacking the confidence of the experienced predecessor. For the long term, however, this turned into an opportunity. Not knowing old ways precisely, the new team was forced to find their own way. An opportunity, which the board together with you, dear members of the FDS and all other members of the ESU, should seize.

We shall still follow our motto: “Together we are strong”. Despite all competition with each other, we need to act together. ESU- Pedia, developed by the FDS is the best example for that; it stands for the review of the 2nd edition in the respective working group. The jointly drafted directives that shall be used by the entire industry are further model examples for this. We need more of such projects. This is precisely, what we, the new and young board have determined as our goal. The other national associations, too, regard this development an important and right step. Let us embark upon that way as a team together. May-be rivals become friendly fellow competitors.

This year, many of our members as well as the head office were heavily involved in the preparation of the Technology Forum and the general meeting. Now the agendas have relaxed a bit and we will use this year to actively design our association together with our members. First meetings have been determined already and we are looking forward to further discussions. In order to more intensively consider concerns of our members involving them more into the association work, we plan to organize small regular regional meetings, e.g. working dinners.

Currently the FDS has 56 members, 1 member could be newly recruited and by the end of this year 2 members will leave the association. Here, one should note that these are subsidiaries in Germany with their holding company being member of the ESU. The companies’ attempt to find ways to save costs have also left their traces on us.



## Annex 2

Report from France, Patrick GIL

In 2016/2017 the number of assemblies and meetings of the French die-makers association was quite limited.

The regular annual meeting on 30 March 2017 took place in a Paris restaurant that we visit regularly. The attendance of members was extremely satisfying, our exchange characterised by a friendly and open atmosphere.

At this annual meeting we elected a new board, whose future is safeguarded by the re-elections of the chairperson and his deputies, all of them die-makers.

The present board is composed as follows:

Chairman: Patrick GIL (Valformes)

1. Deputy : Hervé Maréchal (Hexagone)

2. Deputy : Guillaume Spicer (ACF)

Rapporteur: Fabien Séguinet (Euracier)

Treasurer: José Magalhaes (Veyret)

This fiscal year our cooperation with the French folding boxes manufactures' confederation (FFC) ended, although it appeared promising. Our members have, obviously, never used the services of this confederation. We got inspired by them and are now thinking about various training initiatives and the recognition of our expertise in that field.

The finances of the association of French die-makers (AFF) are presently slightly in the minus range, we have, however, created reserves that allow us to look optimistically into the future with respect to funding some selected projects.

Till November 2017, the board plans to introduce an "AFF association register" with which we can follow production costs developments in our industry (raw materials, wages and salaries...). This register will enable the French die-makers association to grade and compare its sales price development with the entire environment and thus explain the given situation. At the same time, it allows every member to check their own cost situation in view of conformity with other members. The register will show the last 5 years. Every die-maker may grade and compare with the French environment immediately.

Furthermore, the board has assessed the possibility to involve outstanding personalities of our profession, colleagues, who have already retired or will retire soon. We would like to benefit from their vast experience and receive valuable advice helping us to improve the strategic decision-making of our association.

Training and further training are essential elements of the occupational profiles in the die-cutting industry, we, however, do not have schools or training institutions to train qualified technicians. For this reason, we have analysed the requirements for an official recognition of internal training programmes for our own staff. This recognition will reevaluate the status of our employees and at the same time give our companies access to financing.

Our members voted in favour of continued membership in the ESU confirming it again. Thus, we will actively participate in European projects. In that sense, we would like to apply to host the ESU General Annual Assembly in 2018.

The general business operation of the French die-cutters depends on a certain stability of production volumes. Some companies changed ownership, others embarked upon European adventures. These events, finally, demonstrate the true dynamics of our industry.

Thank you very much for your hospitality, dear ESU and also thank you for organising this unique global event.

Patrick GIL  
Chairman of the French Die-makers Association

## Annex 3

Report from Italy, Giambattista Franco

Dear colleagues,

I'm glad to be here and still representing Esu-Eda Italy. The figures of our association are static indeed, but year after year we do our best to keep together our members by securing a close connection with the European colleagues as well as, virtually, with the American diemakers, thanks to our affiliation to IADD.

We also provide our members a yearly meeting, not only to comply with our Charter and to approve the figures of our balance sheet, but to offer the opportunity to exchange opinions and socializing, just like we did this year during a splendid week-end meeting in Naples and Ischia.

In this occasion, we have presented the **esuPedia** handbook, published by FDS, which aroused the interest of all the participants. Esu-Eda Italy has provided all its members a free copy of the book with the translation in Italian. We are examining the requests we have received both from diemakers and customers about construction tolerances in working tools; we are going to translate the excellent compendium published on issue n° 4/2011 of Esu Magazine 2011 and will ask everybody to join the discussion and leave their comments.

We always keep our members informed on what's going on in our sector and for this reason we recommend them to join such a unique event as Technology Forum. A valuable opportunity for the diemaking operators, that every other year can get all the necessary and specific updates about our sector.

We long to move forward after a few difficult years, there has been a partial economic recovery however we are aware that some critic situations still persist, and there's no time to stop: we need investments, commitment, we need to be competitive and far-sighted.

I already said this - but I want to reaffirm it, as I strongly believe in what I'm saying - that our future as an association lies in cooperation and information exchange both at national and international level; there is no place for poor little secrets, we must make available a shared knowledge aimed to our growth. Such knowledge often is develops within small companies such as our members, rather than inside big corporations whose strategy is based on big quantities and simplifications. Our role is to prove that craftsmanship and smartness are still a great value.

I wish you all the success you deserve and thank you in advance for manifesting your goodwill of cooperation with your presence.

Thank you  
Giambattista Franco