



# **ASSOCIATION OF EUROPEAN BUSINESSES**

## **Committee Rules**

Approved by the AEB Board  
on December the 13th, 2006

with changes  
of  
October 13th, 2010,  
November 9th, 2011,  
November 12th, 2014

**Moscow, November 2014**

**Notes to text:**

- “Committees” refers to Committees, Sub-committees, Working groups, Regional Committees, Regional Sub-Committees and Regional Working Groups except where specific reference is made to sub-committees and working groups
- Board is the Board of the AEB
- CEO is the Chief Executive Officer of the AEB
- COO is the Chief Operating Officer
- AGM is the Annual General Meeting of the AEB
- “Member Company” or “AEB member” is a company that has paid its membership dues for the current period to the AEB
- “Assigned Member” is a nominated representative of a Member Company

## 1. Definition of Committees, Sub-Committees, and Working Groups

Committees, sub-committees, and working groups (hereafter all referred to as "committees" except where specific referral is made to sub-committees or working groups) are formed and meet on a regular basis to address issues important to AEB members.

### 1a – Committees

- A group of 3 or more members addressing the issues of any particular industry or group of industries or sector/discipline, as approved by the Board.
- Industry committees normally address issues specific to their industry and usually hold closed meetings (only attended by assigned members)
- Open committees address issues of general interest to all AEB members and may hold open meetings (open to all AEB members), as well as closed meetings (only attended by committee members)

### 1b - Sub-committees

- Sub-committees can be formed by committees to focus on areas within the industry or sector that are not of primary interest to all committee members, or to make the work of the committee manageable if the number of issues do not permit involvement of the whole parent committee

### 1c - Working Groups

- Issue-driven groupings existing to address limited or single issues: usually exist short-middle term until the issues are satisfactorily addressed or abandoned. Working Groups can be formed within the existing Committees or as autonomous units within the AEB. The decision about the opening or closing of the Working Groups and their positioning/functions within the AEB structure is subject to the Board approval. Intercommittee Working Groups on legislative initiatives will be installed and receive the Board approval at the following Board meeting.

## 2. Primary Committee Functions

- Provide a forum for discussion of vital business issues and for members to share information and experience and solve business problems
- Extend information and problem solving beyond the committee platform to all members via open meetings, conferences, seminars, events, newsletters, etc.
- Surface/identify key business priorities and communicate/lobby to Russian and EU authorities

- Inform committee and other AEB members of latest developments in the legislative, tax regulatory environments, and other areas affecting the operation of their businesses

### 3. Output of Committees

- Open & Industrial Committees

- Yearly committee report (produced no later than 2 weeks before the AGM) and action plan outlining activities and main discussion issues for the year, updated quarterly
- Contributions to the AEB's Business Quarterly, other publications, and annual Position Paper
- Contribution to task forces on issues related to committee's sectoral or industrial field
- Contribution to direction of AEB by attendance of at least one Board and management briefing and one Board meeting per year Open
- A minimum of 2 events open to all AEB members, or public events such as conferences each year for open committees (plans including topics, speakers, support needs to AEB management no less than 2 months in advance)
- A minimum of one public event or conference each year for Industrial committees

### 4. Lobbying and Meetings with Authorities

- Lobbying at governmental level (e.g., Russian federal and regional authorities, government ministers, EU bodies, embassies, trade and business organisations, etc.), should be conducted jointly by CEO, and Committee Chairperson.
- Lobbying activities below deputy minister level and with Duma deputies can be conducted without involvement of the CEO, after prior agreement with the CEO
- Approval of the CEO should be obtained before arranging open or closed meetings with Russian, EU, EFTA authorities

### 5. Initiation of a Committee [and a Working Group]

- Committees or Working groups can be initiated by any member of the AEB or officer of the AEB and its Board by drafting a document (see Appendix A), which must be endorsed by at least 3 AEB Member Companies
- The Board must approve the formation of any Committee or Working Group

- After receiving CEO/Board approval for formation, those initiating a Working Group or Committee will elect a Chairperson, who must be approved by the Board. The Committee will also include the CEO.

## 6. Initiation of a Committee Steering group

- The Steering group may become an established committee's Steering group (until the next ordinary election), though further committee members may join the steering group at a later stage.

The Steering group could be the collegial management body of the Committee. The decision to establish a Steering group should be taken by the majority of the Committee members. The Steering group is chaired by the Committee Chairperson. The Steering group consists of deputy Chairs and Chairs of Sub-committees and Working Groups.

The Steering Group can act up to two years in accordance with the regular election term for the Committee. Regional Committees are regulated as stated in the Committee Rules for the Work in the Regions.

## 7. Membership of a Committee

- Membership of a Committee carries the right to attend closed meetings of the Committee
- Membership is granted to one person – either to assigned or to additional member of each Member Company approved by the existing Committee members (any rejections must be reported by e-mail to the CEO and Board with reasons for rejection)
- Open Committees will extend their mailing lists to relevant non-assigned employees of Member Companies
- Industrial Committee membership is normally restricted to members active in the relevant industry. An Industrial Committee approves new Committee members with the majority of votes. A Committee may also agree and adopt its statute, which regulates its membership and other Committee specific issues in accordance with the Charter, Committee Rules and other applicable policies with two-thirds majority. This statute is subject to the Board approval.
- Open Committee membership is normally open to assigned AEB members.

## 8. Responsibilities of Chairperson, Deputy Chairperson, and Coordinator

### • Committee Chairperson

- Chairs all Committee meetings
- Produces an action plan for the Committee, per section 3 above, to be updated quarterly to review the upcoming 3 months in detail
- Directs activities and leads planning of meetings and events with a 6-month planning window, working in cooperation with Committee coordinator
- Represents the Committee to Russian, European, and other authorities, and to the AEB
- Co-ordinates and submits Committee's timely contribution to the AEB Business Quarterly, yearly Position Paper, and other key AEB publications, as agreed with AEB management
- Endorses equal opportunities for visibility to all Committee members in committee events
- Participates in key AEB events (AGM, Management and Board briefings, etc.)

### • Committee Deputy Chairperson

- Assumes the duties of the Chairperson in the Chairperson absence and assists the Chairperson as agreed with the Chairperson

### • Committee members

- Participate in identification, discussion, and resolution of issues of importance to the Committee; do not use their Committee to unduly promote their own business interests
- Support the AEB in attracting new members (particularly in their sectoral, industrial or national grouping)

### • Coordinator

- Organizes meetings in accordance with schedule agreed with Chairperson
- Facilitates discussion at Committee meetings
- Prepares and circulates meeting notices, agendas, and minutes in timely fashion to Committee members and CEO (except where agreed otherwise between CEO and Chairperson). Minutes should be prepared within one week after the meeting.
- Uses only blind copy when communicating with Committee members (except for Committee members request)
- Maintains lists of committee members and circulates it to committee members and CEO each quarter
- Brings to the attention of the Chairperson and the CEO any unentitled attendance at Committee meetings
- Keeps the CEO advised of the Committee's needs, wishes, and complaints regarding the operation of the Committee and the AEB
- Ensures that the Chairperson supplies contributions to yearly white paper and informs the CEO/COO and Communication/Publication Manager of any possible delays

- Ensures that all open and closed meetings are included in the AEB events calendar; open meetings should appear on the calendar 3 months in advance, but only after approval by the CEO according to events approval form
- Upon requests of either Committee Chairperson, CEO or COO prepares and submits Committee reports detailing the previous month's activities and those planned for the upcoming month
- With agreement of Committee Chairperson and CEO, establishes appropriate relationships with governmental agencies and other Russian or European authorities, as far as they concern the activities of the Committee
- With agreement of Committee Chairperson and CEO engages in specified lobbying activities

## 9. Elections

### • **Eligibility to run for Chairperson and Deputy Chairperson:**

- Assigned employees of a Member Company
- Any Committee member from an EU/EFTA company, or any EU/EFTA national individual member can be a Committee Chairperson
- Any Committee member can be a Committee deputy chairperson
- Only one candidate is allowed per Member Company per Committee
- Only one AEB chairmanship/deputy chairmanship per person
- Candidates cannot hold chairmanships or deputy chairmanships in non-European business associations

### • **Timing:**

- Coincides with the Board, Auditing Commission elections held prior to the Annual General Meeting (AGM) so that newly elected Chairpersons may be introduced to AEB members at the AGM
- Elections for new Committees can be held at any time agreed with the CEO, but are valid only until the next regular election in the current or following year
- Extraordinary elections can be held at any time for any of the following reasons:
  - 1) A Chairperson vacates his position
  - 2) 33% of Committee members call for a new vote
  - 3) The Board calls for an election

### • **Nominations:**

- **Eligibility**
  - a. Any Committee member may submit one nomination (see Appendix C)
  - b. A member can nominate his/her-self or another member
- **Procedure and timing**

- a. 51 days before the AGM the coordinator circulates the date for elections and requests all committee members to submit nominations; committee coordinator e-mails all committee members from companies with more than one member in the committee asking for name of a single voting representative
- b. 50-41 days before the AGM committee members submit nominations by e-mail to the CEO with a copy to coordinator
- c. 50-36 days before the AGM coordinator obtains confirmation of candidacy from nominees
- d. 40 days before the AGM the CEO confirms list of nominations with coordinator
- e. 36 days before the AGM coordinator sends e-mail ballot with candidates listed in alphabetical order of surname, to all Committee members
- f. 35-25 days before the AGM Committee members send their e-mail ballots with confirmation of votes to the CEO at a special e-mail address created by AEB only for the respective election procedure (with reading access only for the CEO, COO and Chief Committee Coordinator after the end of the voting). Upon completion of the respective election procedure and back-up of the received e-mails, the e-mail address will be closed automatically.
- g. 30 days before the AGM the coordinator requests the COO (or in case of absence – the Chief Committee Coordinator) the number of members who have submitted votes; votes received per nominee will not be specified
- h. 29 days before the AGM the coordinator sends a reminder to the Committee members who have not casted votes asking for participation in the election procedure
- i. 24 days before the AGM the coordinator receives from CEO the information about the companies who have submitted their votes and send to the Committee members, with a copy to the CEO and COO, the list of all members who have submitted votes, to ensure no votes have been lost (e.g., undelivered e-mails); votes received per nominee will not be specified
- j. 23 days before the AGM CEO confirms the list of chosen Chairpersons and provides it for the Board approval
- k. 21 days before the AGM the list of chosen Chairpersons will be sent with the AGM materials to all AEB members

## • Voting

### - Eligibility

- a. Any Committee member from a paid-up Member Company at the time of the vote, who has attended 50% of the Committee meetings that have taken place during the last 12 months (or since he or she joined the Committee, if less than 12 months previously)
- b. Only one vote is allowed per Member Company per Committee



## ● Results

- Those receiving the highest number of votes will become Committee Chairperson.
- In case candidates achieved equal results, the winner shall be considered the one working for a Member with a higher Membership category. In case both candidates represent companies of the same Membership category, the winner shall be the one being AEB Member for a longer continuous term.

## ● Approval and Presentation

- All appointments of Chairpersons will be approved by Board at the next Board meeting
- The Board reserves the right to reject appointments, stating its reasons, in which case the nominee receiving the 2nd highest number of votes will become Chairperson
- The rejection of a Chairperson by the Board will be communicated immediately by the CEO to the coordinator and Committee members
- Appointed and approved Chairpersons will be presented to the General Assembly at the AGM

## ● Appointment of Deputy Chairperson

- The Committee Chairperson appoints the Deputy Chairpersons (no more than three) and Committee members ratify this appointment through voting. The Chairperson, the Deputy Chairpersons and the Chairpersons of the Sub-committees in the same Committee shall not represent the same legal entity – AEB Member. The term of functions of committee Deputy Chairperson shall not exceed 2 years.
- All appointments of deputy chairmen will be approved by Board at the next Board meeting

## ● Miscellaneous

- Extraordinary elections or those for new Committees will follow the same timeline as for yearly elections and the same rules, except as agreed with the CEO and advised to the Board (e.g., in case of urgency to replace departing Chairperson). Results are valid until the next regular elections in the current or following year, except in the case of a further extraordinary election.

**ESTABLISHING A COMMITTEE, SUB-COMMITTEE,  
TASK FORCE, WORKING GROUP**

1. Which do you wish to establish — a committee, sub-committee, working group (WG), or task force (TF)?
2. What is the name of the proposed committee, sub-committee, working group, or task force?
3. What are the goals, task, or purpose for founding it?
4. What will be the composition of the committee (WG, TF)? Please list the companies interested in founding it.
5. Please give an outline of the activities or tasks that are intended to be accomplished in the first six months.
6. Will it require any additional resources?
7. Please list any additional information relevant for the founding of this committee (WG, TF).

# **Amendment to the Committee Rules for the Work in the Regions**

**(last update: 12.11.2014)**

## **AEB Regional Committee**

Upon a call for a meeting by email among the AEB members in a respective Russian Region a founding meeting to be set. As a minimum of participants a Regional Committee must have a viable and sustainable number of AEB members represented in the respective Region on the permanent basis in order to be established as an AEB Regional Committee in the respective Region.

## **2. Regional Committee members (see point 6 of the Committee Rules)**

### **3. Steering group of the AEB Regional Committee**

The Steering group shall be the collegial management body of the AEB Regional Committee.

#### **3.1 Composition and elections of the Steering group of the AEB Regional Committee**

3.1.1. The Steering group shall be elected for the term of up to two (2) years and shall consist of nine (9) members.

3.1.2 An eligible member to the Steering group shall be a representative of a Full Member of the AEB. The Steering group may have not more than one (1) representative of each legal entity.

3.1.3 The members of the Steering group shall be elected by the Annual General Committee meeting for the term of not more than 2 (two) years according to the following procedure:

Candidates shall be nominated, or may nominate themselves for elections, and shall at request, submit evidence that they are supported by and that they are representatives of a legal entity. Then, a Candidate may act as a candidate at elections. A list of all Candidates shall be distributed among the AEB Regional Committee members. If the number of candidates is less than nine (9) persons, no elections shall be carried out and the existing members of the Steering group shall hold their offices for another one (1) year. Irrespective of the number of vacant offices, each member of the Regional Committee shall have the right to vote for one candidate only. In case of nine (9) candidates and more, the persons who have gained the greatest number of votes shall be presented as members of the new Steering group.

3.1.4 In case candidates achieved equal results, the winner shall be considered the one working for a Member with a higher Membership category. In case both candidates represent companies of the same Membership category, the winner shall be the one being AEB Member for a longer continuous term.

3.1.5 Approval is to be given by the AEB Board to validate the Steering group.

The Steering group shall maintain a reserve list in the cases, where the number of candidates represented at elections exceeds the number stipulated by item 3.1.3 of these Rules (hereinafter "Reserve List").

3.1.6 The Regional Committee Chairperson is to be elected by the members of the Steering group by the highest number of votes received in the open voting procedure.

The Regional Committee Chairperson, the Deputy Chairperson, Chairpersons of the Regional Sub-committees and Working Groups as well as the Chairperson of the territorial Sub-committee in the same Regional Committee shall not represent the same legal entity – AEB member.

The Regional Committee Chairperson appoints Deputy Chairperson and Steering group members ratify this appointment through voting. The terms of functions of the Deputy Chairperson shall not exceed 2 years. All appointments of Regional Committee Chairperson and his deputy shall be approved by the AEB Board at the next AEB Board meeting.

3.1.7 Should the member of the Steering Group consequently miss more than 3 (three) meetings of the Steering Group during the year from the date of election of the Steering Group such member is automatically dismissed and the next candidate to the members of Steering Group from the Reserve List shall replace such member for the remaining term.

## **3.2. Terms of reference of the Steering group**

3.2.1 The Steering Group must meet one time per month but may skip two meetings per year (e.g. January, August) and fix the program for the work and events and prepare the minutes of the meeting. The minutes of every Steering group meeting should be presented to the AEB CEO for approval within 7 days after the meeting.

3.2.2 The steering group must vote on issues or on the minutes. For valid voting more than 50% of the members must be present. Absent members may give proxy to any other Steering group member. However implementation and organization depends on the approval and coordination by the CEO of the AEB.

3.2.3 The Regional Committee must arrange for the yearly budget of its actions and support of the regional operation in accordance with the budgeting rules for the AEB Regional Committee attached hereto as Appendix B (hereinafter "Budget").

The Budget shall be approved by the Steering Committee by 30<sup>th</sup> of October of the applicable year and shall be sent to AEB CEO for review and comments within 10 working days. The final Budget shall be sent to the Board for approval by 30<sup>th</sup> of November of the current year.

<b>Draft regional budget Rules</b> for the regional branch offices in Krasnodar and Saint Petersburg for (2015)	
Incomes	Expenses
<b>1. From the AEB budget</b>	<p><b>1.1</b> Personnel</p> <p><b>1.2</b> Office and office stationery</p> <p><b>1.3</b> Fixed (AEB statutory) events:  <ul style="list-style-type: none"> <li>• 11 Steering Group meeting</li> <li>• 4 Regional Committee meetings</li> </ul> </p> <p><b>1.4</b> Taxes (if applicable)</p> <p><b>1.5</b> Other expenses (approved by the AEB Board)</p>
<b>2. Additional incomes of the Regional Committee</b>	<p><b>2.1</b> 50% annual membership fees of new AEB members found in the Region;</p> <p><b>2.2</b> 50% annual membership fees of all members who have headquarters in respective Region;</p> <p><b>2.3</b> 50% of net income generated by publications, sponsorships, events;</p> <p><b>2.4</b> Regional Committee sponsorships  (3000 Euro + VAT – Sponsor of AEB Regional Committee)</p> <p><b>2.5</b> Other incomes</p>
	<p><b>2.1</b> Representative expenses</p> <p><b>2.2</b> Open Regional Committee Events</p> <p><b>2.3</b> Other social and networking events</p> <p><b>2.4</b> Business trips</p> <p><b>2.5</b> Other expenses (approved by the AEB Board)</p>

Comments:

The figures set for trial period of one year, and for further years Board has right to adjust them.



**ASSOCIATION OF EUROPEAN BUSINESSES**

## **Nominations for the Chairperson of the \_\_\_\_\_ Committee**

Please nominate your company's candidate for the:

**Chairperson of the \_\_\_\_\_ Committee** (point 8 of the AEB Committee Rules).

Please note: your candidate must be an AEB assigned member from an EU or EFTA member state.

Nominations must be submitted by \_\_\_\_\_ 18:00 Moscow Time.

Election results will be confirmed by the AEB Board and will be announced at the AEB Annual General Meeting on \_\_\_\_\_ in Moscow.

Questions may be addressed to Ruslan Kokarev, AEB COO, [ruslan.kokarev@aebrus.ru](mailto:ruslan.kokarev@aebrus.ru) (+7 495 234 27 64 ext. 137/139) or the respective Committee Coordinator \_\_\_\_\_.

Please fill in the following information and send the completed form by fax to +7 495 234 28 07.

### **YOU NOMINATE:**

**Name/Country:**

\_\_\_\_\_

**Company/Country:**

\_\_\_\_\_