



ASSOCIATION OF EUROPEAN BUSINESSES

Committee Rules

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
- AGM is the Annual General Meeting of the AEB
- “Member Company” 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

Approved by the AEB Board on 13 October 2010,

with proposed changes on November the 9th, 2011

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 EB
- 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

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 mission statement (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 white 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 4 meetings open to all AEB members 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 open committees

4. Lobbying and Meetings with Authorities

- Lobbying at governmental level (e.g., Russian federal and regional authorities, government ministers, EU bodies in or out of Russia, embassies, trade and business organisations, etc.), should be conducted jointly by CEO, and Committee Chairman
- Lobbying activities below 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 Committee

- Working groups or committees can be initiated by any member of the AEB or officer of the AEB and its EB by drafting a document (see Appendix A), which must be endorsed by at least 3 AEB member companies
- The EB must approve the formation of any committee or working group
- After receiving CEO/EB approval for formation, those initiating a working group or committee will elect a chairman, who must be approved by the EB. The committee will also include the CEO
- The steering group will become an established committee's steering group, though further committee members may join the steering group at a later stage.

6. Membership of a Committee

- Membership of a committee carries the right to attend closed meetings of the committee
- Membership is granted to one assigned member of each member company approved by the existing committee members (any rejections must be reported by e-mail to the CEO and EB with reasons for rejection)
- Open committees will extend their mailing lists to relevant non-assigned employees of member companies (1 person per committee per member company)
- Any member of a Sponsor or Category A member company can attend any committee meeting subject to approval of existing committee members
- Industrial committee membership is normally restricted to AEB members active in the relevant industry
- Open committee membership is normally open to an assigned AEB member
- Membership of a committee lapses on a member's change of function or employment and must be resubmitted to the committee

7. Responsibilities of Chairman, Deputy Chairman, and Coordinator

- Committee Chairman
 - 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 white 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 EB briefings, etc.)

- Committee Deputy Chairman
 - Assumes the duties of the chairman in the chairman's absence and assists the chairman as agreed with the chairman
- 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
 - Organises meetings in accordance with schedule agreed with Chairman
 - 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 Chairman)
 - Uses only blind copy when communicating with committee members
 - Maintains lists of committee members and circulates it to committee members and CEO each quarter
 - Brings to the attention of the Chairman and 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 the Chairman supplies quarterly updates and contributions to yearly white paper and advises CEO and Communication 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 CEO according to events approval form
 - Prepares and submits to the Committee Chairman, CEO, and Communications Manager monthly Committee reports detailing the previous month's activities and those planned for the upcoming month
 - With agreement of Committee Chairman 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 Chairman and CEO engages in specified lobbying activities

8. Elections

- Eligibility to run for Chairman and Deputy Chairman:
 - 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 chairman
 - Any committee member can be a committee deputy chairman
 - 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 CNR, EB, and AC elections held prior to the Annual General Meeting (AGM) so that newly elected Chairmen 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 Chairman vacates his position
 - 2) 33% of committee members call for a new vote
 - 3) The EB calls for an election

• **Nominations:**

- **Eligibility**
 - a. Any committee member may submit one nomination
 - 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 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 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 to the CEO with a copy to coordinator
 - g. 28 days before the AGM the coordinator, with a copy to the CEO, will send committee members a 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
 - h. 21 days before the AGM the list of chosen Chairmen 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 Chairmen
- In case of a tie, an open vote will be held at the next committee meeting; if this has not taken place by 2 weeks before the AGM, the EB will nominate the committee chairman

• **Approval and Presentation**

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

• **Appointment of Deputy Chairman**

- The Committee Chairperson appoints the Deputy Chairperson and Committee members ratifies this appointment through voting. The term of functions of committee deputy chairman shall not exceed 2 years.
- All appointments of deputy chairmen will be approved by EB at the next EB 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 EB (e.g., in case of urgency to replace departing chairman). 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).

Draft Amendment to the Committee Rules for the Work in the Regions

(elaborated on the basis of the current Amendment version approved by the AEB Executive Board on its meeting on the 14th of October 2009)

(last update: 09.11.2011)

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 two (2) members being citizens of the same state, and 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 If candidates achieve the equal results, those candidates who work for a company with a higher Membership category shall be considered the winners. If both candidates represent companies in the same Membership category, the candidate of a company which has

been a Member of AEB for a longer continuous term shall win.

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

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

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 financial coverage of its actions and support of the regional operation (see attached the draft budgeting rules for the AEB Regional Committee).

Draft regional budget Rules for the regional branch offices in Krasnodar and Saint Petersburg for 2012	
Incomes	Expenses
1. From the AEB budget	1.1 Personnel
	1.2 Office and office stationery
	1.3 Fixed (AEB statutory) events: <ul style="list-style-type: none"> • 11 Steering Group meeting • 4 Regional Committee meetings
	1.4 Taxes (if applicable)
	1.5 Other expenses (approved by the AEB Board)
2. Additional incomes of the AEB Regional Committee	2.1 Representative expenses
	2.2 Open Regional Committee Events
	2.3 Other social and networking events
	2.4 Business trips
	2.5 Other expenses (approved by the AEB Board)
	2.1 50% annual membership fees of new AEB members found in the Region; 2.2 25% of net income generated by Regional publications, sponsorships, events; 2.3 AEB Regional Committee sponsorships (3000 Euro + VAT – Sponsor of AEB Regional Committee) 2.4 Other incomes

Comments:

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