



## **ASSOCIATION OF EUROPEAN BUSINESSES**

### **Committee Rules**

Notes to text:

- “Committees” refers to committees, sub-committees and working groups except where specific reference is made to sub-committees and working groups
- EB is the Executive 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 December 2006**

## 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 Executive Board and management briefing and one Executive 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)
  
- Co-ordinator
  - 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:
    - A Chairman vacates his position
    - 33% of committee members call for a new vote
    - The EB calls for an election
- Nominations:
  - Eligibility
    - Any committee member may submit one nomination
    - A member can nominate his/her-self or another member
  - Procedure and timing

- 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
  - 50-41 days before the AGM committee members submit nominations by e-mail to CEO with a copy to coordinator
  - 50-36 days before the AGM coordinator obtains confirmation of candidacy from nominees
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  - 40 days before the AGM CEO confirms list of nominations with coordinator
  - 36 days before the AGM coordinator sends e-mail ballot with candidates listed in alphabetical order of surname, to all committee members
  - 35-25 days before the AGM committee members send their e-mail ballots to the CEO with a copy to coordinator
  - 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
  - 21 days before the AGM the list of chosen Chairmen will be sent with the AGM materials to all AEB members
- Voting
    - Eligibility
      - 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)
      - 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 2<sup>nd</sup> 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 chairman will appoint the committee deputy chairman chosen from the committee's members
  - 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.



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## **APPENDIX A**

### **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).