

## AMCHAM CORPORATE & BUSINESS LAW COMMITTEE CHARTER

Adopted by the Corporate & Business Law Committee of the American Chamber of Commerce in Serbia (AmCham) on April 7, 2014

### I. MISSION STATEMENT

The Committee is established to further develop corporate and commercial legislation and business practice in Serbia and to contribute to efficient, transparent and consistent implementation of the relevant legal framework.

### II. ACCOUNTABILITY TO THE AMCHAM BOARD OF GOVERNORS

Committee shall adopt two-year agenda, specifying short-and mid-term goals, each year by the May 1<sup>st</sup>, for the current year. Committee shall submit annual performance review to the Board of Governors at the end of the each year. Board of Governors shall review the performance of the agenda and recommend following steps.

Should the Committee fail to undertake any “activity” within any two months period, the Board of Governors is entitled to invite the Committee Chairperson for a debrief and/or proclaim the Committee inactive/dormant. Such an “activity” may encompass any of the following: call for a group’s meeting, follow-up on the action items from the previous meeting, communication and/or follow-up on the new initiative via e-mail organization of an event (seminar, conference, promotion activity etc.), organization of a meeting with the Committee outside counterparts (stakeholders), etc.

### III. GOALS

The Committee shall strive to initiate dialogue with state authorities for the purpose of consistent interpretation and implementation of the company law framework and further promote creditors' rights and their efficient implementation including in relation to insolvency and enforcement proceedings.

### IV. MEMBERSHIP

The Committee shall have two types of membership:

- 1) General Membership, and
- 2) Associated Membership

General Membership shall be reserved to the representatives of AmCham member companies. Associated membership shall, be available to the representatives of companies and organizations as well as individuals outside of AmCham membership, upon invitation from the Steering Committee. Steering Committee may decide to reserve attendance at a particular meeting or any communication thereof, for the General membership.

Committee members may invite guests, to participate at a particular meeting upon notification to the AmCham Executive Office and approval of the Steering Committee. Should the guest express wish to participate in the further work of the Committee, its assignment to the General or Associated membership shall be decided by the Steering Committee.

Associated members and guests shall, in any case prior to joining the work and sessions of the Committee, agree to the confidentiality obligation and shall not disclose any information to any third parties without prior approval of the Steering Committee.

Only General Members shall have the right to nominate, to be nominated, to vote, to be voted and to be elected for the position at the Steering Committee.

## V. STEERING COMMITTEE

The Steering Committee shall be responsible for the Committee's governance and activities, for maintaining communication with Committee members at large. The Steering Committee shall have two members.

The Board of Governors shall appoint the initial Steering Committee for the period of two years, after which the elections for the positions at the Steering Committee will be carried out every second year by Committee members. Steering Committee members shall be elected from the ranks of General Members, by the majority of votes of General Members. Although companies may delegate more than one representative in the Committee, no company shall have more than one vote or more than one seat at a Steering Committee.

The Steering Committee shall appoint the following officers:

- 1) Chairperson and
- 2) Vice Chairperson

The mandate of elected Steering Committee Members shall be two years, and such officers may be reelected, for unlimited number of consecutive terms. Although companies may delegate more than one representative in the Committee, no company shall have more than one vote or more than one seat at a Steering Committee.

Responsibilities of the Committee Chairperson shall encompass the following duties:

- Representing Committee views in communication with Government officials
- Acting as an expert commentator of the Committee towards the media
- Proposing agenda and action plans of the Committee and overseeing their implementation
- Leading the Committee team he/she has contributed in forming
- Acting as an ambassador of a Committee towards other members and external audiences
- Engaging AmCham Board of Governors in attaining the best results of policy activities.

Responsibilities of the Committee Vice Chairperson shall encompass the following duties:

- Participating in policy brief and agenda creating and leading the Committee's position brief creating
- Acting as an expert commentator on legal issues (or specific agenda issues) which are Committee's priorities towards media and Government (in the absence or instead of where applicable).

A position at the Steering Committee shall be deemed as vacated if a person resigns, is recalled or in any other way fails to permanently perform its duties.

Should the Chairperson position be vacated, the Vice Chairperson shall replace the Chairperson and so receive its title and responsibilities.

Should the Vice Chairperson position be vacated, it shall be filled on the basis of the voting results of the preceding elections by the candidate who received the second highest number of votes for that position.

AmCham Executive Office representative, will act as Secretary of the Steering Committee and will be present at all Steering Committee meetings. All Committee meetings, events, and any other significant communications and activities shall be conducted in direct coordination with the Secretary who will serve as a link between the Committee and the Board of Governors.

The Steering Committee may establish additional sub-committees as needed to further the Committee's goals.

Board of Governors reserves the right to intervene in the activities of the Committee if it finds it contrary to the AmCham guiding principles and/ or detrimental to the overall reputation of AmCham. The AmCham Board of Governors shall as well have the right to veto any decision made by the Committee or Steering Committee.

## **VI. FINANCING**

The Committee shall be self-supporting and its activities shall be funded by its members.

It shall be financially independent of the AmCham budget unless otherwise decided by the Board of Governors.

Funds may take the form of sponsorships for specific projects in line with the Annual Agenda of the Committee.

All expenses shall be planned and approved by the Steering Committee.

## **VII. ELECTIONS FOR THE STEERING COMMITTEE**

Elections for the positions at the Steering Committee shall be conducted via email and administered by AmCham Executive Office, according to the following, four-step procedure:

- 1) Call for the Steering Committee elections with nomination and voting instructions
- 2) Nominations
- 3) Voting
- 4) Announcement of the voting results

Nominations for the given position shall be sent via e-mail to the AmCham Executive Office, in the period of up to five working days from the call for elections. General Members may nominate other General Members or themselves for the position. If a person is nominated by another party, he/she may accept or reject the nomination. Absence of acceptance by the designated deadline shall be treated as a rejection of the nomination.

All General Committee Members shall receive the list of nominees. Voting will be conducted by e-mail, in the period of up to five working days.

AmCham Executive Office will inform Committee members about the voting results by e-mail after the voting deadline has expired.

#### **VIII. COMMITTEE MEETINGS**

Committee meetings shall be called by the AmCham Executive Office. The Chairman or a member of the Steering Committee shall preside over each meeting.

#### **IX. COMMITTEE AS A PART OF AMCHAM**

The Committee is a part of the AmCham and therefore shares the mission and values represented by the AmCham. In that spirit, no Committee member, including the Chairman, shall express personal views on behalf of the Committee and therefore the AmCham unless they represent an official and approved position by the Board of Governors. No Committee member shall in the name of the Committee or the AmCham discuss issues that are not related to the mission. All activities of the Committee shall be done in direct coordination and communication with the AmCham Executive Office.

All issues and materials discussed at the Committee meetings or produced in relation to the work of this working group or sub-group shall be considered confidential and privileged information and shall not be in any way communicated to any external party without the approval of the AmCham Executive Office.

#### **X. FINAL PROVISIONS**

As a part of the AmCham organization, Committee Charter must be in line with all AmCham general regulations and the relevant Board policies, and any conflict thereof shall be interpreted in favor of the latter.

This Charter may be amended by the Steering Committee.