

WORKING GROUPS GUIDELINES

Adopted by the AmCham Board of Governors on March 30th, 2009 and amended on February 26th, 2010; on March 4th, 2011; March 19th, 2012; September 6, 2016 and December 6, 2016.

General rules

Objective

- 1.1. AmCham working groups shall serve as a constructive platform for joint advocacy and sharing experiences activities of AmCham member companies and other interested stakeholders, aimed at establishing and maintaining dialogue on key topics of mutual interest, accordingly reaching agreement and initiating common actions.
- 1.2. Advocacy activities shall be directed towards improvement of regulatory framework and overall business environment, support to the economic reforms and implementation of best business practices.
- 1.3. Sharing experiences activities shall be designed for exchanging and promoting best practices and practical knowledge from specific sphere of business.

Forms

- 2.1. Working groups shall have different forms (e.g. committee, forum and other). Decision on the form, its establishment, operation and dissolution falls under supervision of AmCham Board of Governors (hereinafter Board).
- 2.2. Each working group shall be endorsed by at least five AmCham member companies, unless otherwise decided by the Board.

Membership

- 3.1. Working groups may have two types of the membership: general and associated. General membership shall be reserved for the representatives of AmCham members, while associated membership shall be available for the representatives of companies, organizations and individuals outside AmCham, upon invitation.
- 3.2. Only AmCham members shall have the right to nominate, to be nominated, to vote, to be voted and to be elected for the working groups' leadership positions.
- 3.3. Although AmCham members may delegate more than one representative in the working group, no member shall have more than one vote or more than one leadership position per working group.

Mission and plan of activities

- 4.1. Each working group shall adopt its own mission statement and agree on annual or biannual plan of activities (agenda) within 3 months of its formation, or election of the new leadership, as a rule, subject to exception by the Board's decision.
- 4.2. Upon adoption, plan of activities shall be communicated to AmCham members, who may state objection within 14 days from the day of communication that may be sustained or overruled by the Board.
- 4.3. Performance on the plan of activities shall be subject to review by the Board.

Decision making

- 5.1. Working groups shall decide on its agendas, action plans and other topics/activities by consensus, unless otherwise decided by the group's leadership.
- 5.2. Decisions shall be reached at the working groups meetings or electronically. In case a member cannot come to meeting, it may send its vote electronically in advance based on the agenda. The lack of response shall imply a consent.

Confidentiality

- 6.1. All issues and materials discussed at the meetings of the working groups or produced in relation to their work shall be considered as privileged information.
- 6.2. It shall be prohibited to forward any mail, document and/or presentation, both in electronic and hardcopy form, that contains the word confidential in its title and/or have a clearly marked confidentiality sign/watermark or signature.

Change of status

- 7.1. Should the working group fail to undertake any action in accordance with the set plan or if there are no active interest from the group members to pursue further activities, the Board shall have a right to invite its leadership for a debrief and proclaim the group inactive, permanently or temporarily.

Leadership

- 7.1. Working groups shall have a leadership comprised of two members – Chairperson and Vice Chairperson.

Chairperson shall propose a plan of activities and shall be in charge for managing the general and structural aspects of working group: developing action plans and overseeing their implementation, coordinating internal communication, delegating duties to working group members, representing working group at meetings with stakeholders and in media (upon the approval of AmCham President or AmCham Executive Director).

Vice Chairperson shall be in charge for managing working group in absence of the Chairperson, significantly contributing and proactively engaging in a process of election and performance of working group's agenda and action plans.

7.2. For the newly established working groups, leadership shall be nominated by AmCham members and appointed by the Board. Otherwise all AmCham members shall have a right to nominate candidates for the leadership positions, while only working group general members shall have a right to vote.

7.3. Working groups' leadership shall be appointed or elected for the two-year period and may be reelected for unlimited number of consecutive terms.

Elections for leadership positions shall be conducted via email, per the following, five-step procedure:

- 1) Call for elections with nomination and voting instructions
- 2) Nominations
- 3) Voting
- 4) Announcement of the voting results
- 5) Approval of the elected leadership by the Board

7.4. In case the Board decides not to approve the elected candidate(s), elections for that position(s) shall be repeated.

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

In case of the vacancy on the appointed leadership position (for newly established Committees), the Board shall have a right to appoint a new candidate from the member company that held that position thus far. If the company cannot delegate a new adequate candidate, elections for that position shall be run by the Committee members.

In case of the vacancy on the elected leadership position, Chairperson position shall be filled by the Vice Chairperson, while the Vice Chairperson position 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. In case of absence of such candidate, Committee shall convene voting for the replacement.

7.6. The Board shall have a discretion to decide by majority of votes for Articles 7.1. to 7.6. not to be obligatory for specific working groups, upon justification from the AmCham Executive Office.

Role of the AmCham Executive Office

8.1. AmCham Executive Office shall ensure smooth implementation of working groups' activities and shall perform the following tasks:

- act as the principal link between a working group and the Board;
- act as a working group's facilitator – organizing events and meetings, keeping minutes, distributing information among the working groups members and among the wider AmCham membership, gathering relevant information on its behalf, sending timely

reminders to group members and/or leadership regarding any follow-up items, outstanding issues or responsibilities;

- administering leadership elections procedure;
- providing expert support;
- presenting or organizing presentations of working groups' agendas and inputs before t stakeholders.

Final and transitional provisions

- 9.1. These Guidelines shall come into force when adopted by the votes of majority of the Board members.
- 9.2. The existing working groups shall continue operating under the rules valid at the time of their leadership elections, until the end of their mandate. Exceptionally, in case of vacancy on leadership position, Article 7.5. shall be applied.
- 9.3. These Guidelines may be amended by the votes of the majority Board members.