

**American Chamber of Commerce to the European Union
known as 'AmCham EU'
(a not-for-profit organisation)**

Register of Legal Entities: 0862178560

ARTICLES OF ASSOCIATION

PREAMBLE

The American Chamber of Commerce to the European Union represents the importance given by companies of American parentage operating in Europe to the European ideal and to the importance of an ever closer economic and political union of the European Union. All founding members of AmCham EU were previously members of the EU Committee of the American Chamber of Commerce in Belgium. Desirous of strengthening the voice of business before the EU institutions, members determined in 2003 to establish a new not-for-profit association dedicated to the purpose and objects of the present association.

NAME, REGISTERED OFFICE AND TERM

Article 1

The not-for-profit association takes the name of 'American Chamber of Commerce to the European Union', to be known as 'AmCham EU', and hereafter referred to as the 'Association'.

Article 2

- 2.1 The registered office of the Association is located in the Brussels region.
- 2.2 The registered office may be transferred at any time and to any place within the territorial boundaries of the Brussels region by a decision of the General Meeting.

Article 3

The term of the Association is unlimited.

NOT-FOR-PROFIT PURPOSE

Article 4

- 4.1 The purpose of the Association is to ensure an optimum business, trade and investment climate for its members in Europe, in particular by monitoring and commenting upon institutional, legislative, regulatory and judicial developments and by proposing improvements aimed at furthering economic growth.
- 4.2 The Association may undertake any and all activities directly or indirectly related to its purpose, including but not limited to:
- hiring and dismissal of personnel;
 - purchasing and selling of real and other property, and otherwise dealing with the Association's intellectual property;
 - issuing periodicals and other publications;
 - organising seminars, conferences, meetings and exhibitions;
 - representing the Association vis-à-vis government bodies, national and international institutions and organisations, and other persons or institutions;
 - communicating the Association's views through the media;
 - undertaking research, studies and analyses;
 - contracting loans and investing its assets; and
 - participating in other not-for-profit associations, organisations, committees or groups and federations.

MEMBER CATEGORIES

Article 5

The Association shall have two categories of members:

- regular members; and
- associate members.

REGULAR MEMBERS

Article 6

- 6.1 Companies and other corporate entities other than those mentioned in Article 6.2 that are controlled directly or indirectly by nationals or residents of the United States of America and that espouse and support in full the Articles of Association and Operating Procedures while at the same time carrying out industrial, commercial or financial services activities in the EU shall be eligible for membership.
- 6.2 Law firms, consultancies, partnerships and other corporate entities that advise, counsel and/or represent in the domain of EU governmental or legal affairs those who would themselves be eligible for membership under Article 6.1 and that espouse and support in full the Articles of Association and Operating Procedures may also be eligible for membership, provided that the number of members elected under this Article does not exceed 25% of the number of regular members at the time of their application.

- 6.3 Companies, partnerships and other corporate entities which, whilst being ineligible for membership under Articles 6.1 and 6.2, espouse and support in full the Articles of Association and Operating Procedures (insofar as they have a substantial part of their assets and business in the United States of America whilst carrying out their industrial, commercial or financial services activities in the European Union) may also, on the recommendation of the Board, be eligible for membership, provided that the number of members elected under this Article does not exceed 10% of the number of regular members at the time of their application.
- 6.4 In the event of uncertainty as to which membership category applies, the Board will take a final decision.
- 6.5 The number of members in each category shall be reviewed annually by the Board. The Board may at its discretion allow the ratio of members under Articles 6.2 and 6.3 to rise to no more than 35% and 15% respectively, save that all efforts must be made in such circumstances to return to the limits provided for in the aforementioned paragraphs without delay.
- 6.6 The number of regular members is unlimited within the Article 6.1 category but must be at least ten.
- 6.7 Regular members have the right to vote in person, electronically or by a proxy bearing a written power of attorney in the name of another regular member at all the Association's meetings.
- 6.8 Regular members shall meet at intervals of not more than five years at places, times and dates to be determined for a strategic review of the current status, future development and priorities of AmCham EU. The Board will convene such reviews.

ASSOCIATE MEMBERS

Article 7

- 7.1 Trade associations, federations and other representative organisations, as well as companies, partnerships and other entities eligible for full membership under Articles 6.2 and 6.3 are also eligible for associate membership.
- 7.2 Associate members are not eligible to participate in committees or task forces, nor do they have access to confidential materials circulated in connection to committee or task force work.
- 7.3 Associate members may attend the luncheon/speaker portion of General Meetings.
- 7.4 Associate members have no voting rights.

FOUNDING MEMBERS

Article 8

The founding members of the Association are the appearers in the agreement for the incorporation of the Association dated 10 December 2003, namely:

- Honeywell International SA;
- United Parcel Service SA;
- Hill & Knowlton Belgium SA/NV;
- Alcoa Europe SA;
- Caterpillar Group Services SA;
- Hewlett-Packard Belgium SPRL;
- Oppenheimer, Wolff & Donnelly LLP; and
- GPC Government Policy Consultants SA.

APPLICATIONS FOR MEMBERSHIP

Article 9

- 9.1 Applications for membership should be addressed in writing to the Chair of the Board. Each applicant should be prepared to demonstrate its eligibility for membership under Article 6. Applicants under Article 6.2 should be supported in writing by three or more members already elected under Article 6.1.
- 9.2 The General Meeting of the Association will decide upon applications for membership after considering a recommendation by the Board. If an application is approved, the applicant shall become a member of the Association upon payment of the membership fee described in Article 12.
- 9.3 Upon becoming a member of the Association, each member that is a legal entity shall appoint a natural person to represent it with regard to all general matters relating to the Association.
- 9.4 Upon becoming a member of the Association, each member agrees to abide by the Articles of Association and the Operating Procedures.
- 9.5 See Process for approving new members (Annex VII).

RESIGNATION OF MEMBERS

Article 10

- 10.1 Any member may resign from the Association for the next membership year by submitting a written notice to that effect to the Chair of the Board dated no later than 30 September of the current membership year. Failing this, the member will remain on the members' register and will be liable for the payment of membership fees for the next membership year.

- 10.2 Resignation of membership will not entitle the member to a refund of fees already paid nor to any right to the funds of the Association.

EXPULSION OF MEMBERS OR MEMBER REPRESENTATIVES

Article 11

- 11.1 Any regular or associate member whose actions are in the opinion of the Board incompatible with the purpose of the Association as expressed in Article 4.1 or the requirements of the Operating Procedures, or who no longer meets the applicable membership criteria, may be excluded from the Association by a decision adopted by the General Meeting on the basis of a recommendation by the Board.
- 11.2 Expulsion does not entitle the member to a refund of fees already paid nor to any right to the funds of the Association.
- 11.3 Members must always ensure that their representatives conduct themselves in accordance with the purpose of the Association as expressed in Article 4.1 and the requirements of the Operating Procedures and its Annexes. If a representative should not act in accordance with the purpose of the Association as expressed in Article 4.1 or the requirements of the Operating Procedures, the Board may request the member to replace the representative. Members undertake to comply with such requests within one month.

MEMBERSHIP FEES

Article 12

- 12.1 Any increase in membership fees must be approved by a General Meeting of the members as described in Article 17.
- 12.2 The fee provided for in Article 12.1 shall be payable by 31 January. Late payment may result in an administrative charge. The Board shall set a one-time joining fee not to exceed 50% of the applicable annual membership fee. This fee shall be payable in addition to the amount described above.
- 12.3 A member accepted during the course of the year pays, upon acceptance, 100%, 70% or 30% of the fee depending upon the trimester in which they are admitted.

GENERAL MEETING

Article 13

The General Meeting is composed of all regular members.

Article 14

- 14.1 The General Meeting disposes of the powers which are granted to it by law and by the present Articles of Association.

14.2 Such powers entail:

- amending the Articles of Association or the Operating Procedures, as applicable;
- appointing and dismissing the Board members;
- appointing and dismissing the statutory auditors and determining their compensation in case compensation is foreseen;
- approving the budget and accounts;
- discharging the Board members and statutory auditors;
- deciding to liquidate the Association;
- deciding on the transformation of the Association to an international not-for-profit association or a cooperative company recognised as a social enterprise or in a recognised cooperative company social enterprise;
- deciding on items reserved by the present Articles of Association to the Annual General Meeting; and
- granting release from liability to the directors and auditors and where relevant filing a claim by the Association against any one or more directors or its auditors.

Article 15

15.1 Unless resolved to the contrary by the Board, the Annual General Meeting shall be held within six months after the end of each financial year of the Association, as referred to in Article 27.

15.2 Other general meetings may be convened by the Board in the cases foreseen by law or the present Articles of Association or when requested by one fifth of the members possessing the right to vote. The Association's auditor(s) can also convene a General Meeting in these circumstances and must do so where one fifth of the members possessing the right to vote so request.

Article 16

16.1 Notice of the Annual or any Extraordinary General Meeting shall be sent to all regular members at least 15 calendar days in advance by electronic mail or postal mail, enclosed with the agenda.

16.2 Any proposal signed by a number of regular members at least equal to one twentieth of the regular membership will be included on the agenda of the General Meeting for resolution.

16.3 Any regular member may be represented at a General Meeting by another regular member bearing a written power of attorney, but no member may hold more than five powers of attorney. If the General Meeting deliberates on the basis of a report of an auditor, the auditor shall participate at that General Meeting.

16.4 Voting is by simple majority of members present or represented. In the case of an equality of votes, the Chair of the Board (and, in his or her absence, the Vice-Chairs of the Board) who presides over the General Meeting has the casting vote.

16.5 Decisions may be taken by the General Meeting even if they are not mentioned on the agenda, other than the decisions mentioned under Article 14.2.

- 16.6 At the Annual General Meeting, reports shall be presented on the Association's activities during the elapsed financial year and on its financial situation. The annual accounts and the budget for the next financial year shall be approved at the Annual General Meeting.
- 16.7 Any General Meeting can be held digitally upon decision of the Board in accordance with the relevant provisions of the Belgian Companies and Associations Code (the 'Code'). The members of office are not permitted to attend the General Meeting digitally. The Association allows for members to vote electronically in connection to a General Meeting.

Article 17

Unless otherwise decided by the Board, the General Meeting will meet in plenary session once per month, at places, times and dates to be determined by the Secretariat for the calendar year, to agree actions on specific issues, to be briefed on matters of immediate concern in the EU and in its trading and legislative interface with the US, to share experience and knowledge, to vote on the admission of new members, to welcome new members and to vote on the expulsion of members.

Article 18

Minutes will be taken of the General Meeting. Decisions of the General Meeting and minutes shall be kept by the Board in a register. Regular members are entitled to have access to this register. If decisions of the General Meeting relate to associate members, the Board shall promptly provide such members with details of the decisions.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE OPERATING PROCEDURES

Article 19

- 19.1 Any proposed amendment to these Articles of Association must be submitted to the General Meeting to be adopted, the amendment must be mentioned on the agenda and it must receive two thirds of the votes of the members present or represented. Such members must constitute or represent two thirds of the vote-holding members of the Association.
- 19.2 Any amendment to the purpose of the Association as mentioned in Article 4.1 may only be adopted by a four-fifths majority of the votes of members present or represented. Such members must constitute or represent two thirds of the vote-holding members of the Association.
- 19.3 The voting majority shall be calculated only on the basis of the total number of valid votes cast (excluding abstentions or votes which are void).
- 19.4 If two thirds of the members are not present or represented at the first meeting, a second meeting shall be called at least 15 calendar days after the first meeting. That meeting will deliberate irrespective of the number of members present or represented

and in compliance with the voting majorities set out in Articles 19.1, 19.2 and 19.3 as applicable.

- 19.5 The requirements as set out in Article 19.1 through 19.4 above apply where any proposed amendment is made to the Operating Procedures but only if such amendments affect the rights of the members, the powers of the bodies or the organisation and functioning of the General Meeting. Any other amendments to the Operating Procedures can be approved by the Board.

MANAGEMENT OF THE ASSOCIATION

Article 20

- 20.1 The Board shall comprise nine members, as follows:
- a. the Chair;
 - b. two Vice-Chairs;
 - c. the Chair of the Policy Group;
 - d. the Chair of the Operations Group;
 - e. the Chair of the Communications Group;
 - f. two additional directors, representing members under Articles 6.1 and 6.2, respectively; and
 - g. the CEO of the Association.
- 20.2 The Chair, the two Vice-Chairs and the two additional directors under Article 20.1.f will be nominated and elected by the membership in accordance with procedures established in Article 21. The positions of Chair, one Vice-Chair and one of the directors under Article 20.1.f are reserved to representatives of members under Article 6.1. The positions of one Vice-Chair and the remaining director under 20.1.f are reserved to representatives of members under Article 6.2.
- 20.3 The Chairs of the Policy Group, the Operations Group and the Communications Group, and the CEO of the Association are considered by the Association as members of the Board *ex officio*. These members of the Board, with the exception of the CEO, will be nominated and elected as directors by the membership in accordance with procedures established in Article 21. The positions of the Chair of the Policy Group and the Chair of the Operations Group, respectively, are open to representatives of members under Article 6.1. The position of the Chair of the Communications Group is open to representatives of members under Articles 6.1 and 6.2.
- 20.4 The Chair of the Board, the two Vice-Chairs of the Board and the two directors under Article 20.1.f shall serve for two years from first election, renewable for a single term of one year thereafter. Other directors, with the exception of the CEO of the Association, shall serve for two years and may be re-elected for only one further term of two years (that is, a maximum of four consecutive years). The CEO shall serve for the duration of tenure.
- 20.5 If, for any reason, a vacancy occurs for a director during that director's term, it shall be filled by election. Such vacancy may occur when:
- a director is no longer employed by the member he or she was employed by at the time of appointment;

- the member employing the director resigns or is expelled, or if the director is replaced as the member representative in accordance with Article 11.3;
- the director is no longer in the positions set out in Articles 20.1.c, 20.1.d and 20.1.e.; or
- the director requests resignation.

The Board is entitled to appoint another individual as a replacement on a temporary basis should it choose to do so. The first General Meeting after such appointment must confirm the mandate of the appointed Board member. If the General Meeting confirms the mandate, the new Board member shall fulfil the mandate of the previous Board member. If the General Meeting does not confirm the mandate, the mandate of the new Board member will end immediately after such General Meeting, but that will not affect the valid composition of the Board up until that moment.

Any voluntary resignation shall be notified in writing to the Chair of the Board. Such resignation shall be effective as of the date stated in the resignation letter or failing a mention of any such date, as of the receipt by the Chair of the Board of the resignation letter.

- 20.6 The Chair of the Board and, in his or her absence, the Vice-Chairs of the Board shall:
- preside over the meetings of the Board and of the annual and plenary sessions of the General Meeting;
 - promote the unity of the Association and its members; and
 - unless otherwise determined by the Board, act as spokesperson for the Association and represent the Association vis-à-vis the EU institutions, governments and other public bodies.
- 20.7 The Board shall meet when convened by the Chair of the Board or, in his or her absence, by a Vice-Chair of the Board, and in any event not less frequently than once every two calendar months.
- 20.8 The Board's decisions are valid if at least half its members are present or represented. Its decisions shall be made by a simple majority vote, and in the event of equality of votes, the Chair of the Board has the casting vote. Board decisions can also be taken by unanimous written decision of all Board members.
- 20.9 The Board shall render an account of its activities to the members on an at least annual basis.
- 20.10 All competencies that are not expressly reserved to the General Meeting by law or by these Articles of Association are granted to the Board. To illustrate, the Board has responsibility for the following non-exhaustive list of matters:
- a. Strategic management
 - resolutions relating to the overall strategy of the Association;
 - preparation of a recommendation for approval by a General Meeting of the overall budget of the Association and the allotment of expenses and costs between its various activities;
 - adopting changes to the Operating Procedures, subject to the limitations of the Code;

- initiating studies of long-term needs;
- approving the annual Strategic Plan and providing strategic guidance to the organisation;
- maintaining continuity of policy for and the overall quality of actions of the Association; and
- arbitrating conflicts unresolved elsewhere and acting as a 'forum of last resort' for members of the Association.

b. Operational management

- agreeing on appropriate resources and structure;
- determining the terms and conditions of employment for the Association staff; and
- hiring and dismissing personnel.

c. Administrative management

- agreeing and executing any contracts and agreements, purchasing, selling, exchanging, acquiring and transferring, leasing and letting any real estate necessary for attainment of the activities of the Association (including the leasing, purchasing or sale of office premises);
- deciding to initiate legal proceedings, either as plaintiff or as defendant;
- appointing persons authorised to represent the Association vis-à-vis third parties;
- contracting any borrowings on behalf of the Association;
- granting any guarantee or constituting any legal rights over the Association's assets or real estate for the benefit of third parties, such as preferential rights, mortgages, pledges, etc.; and
- investing and otherwise managing and dealing with the reserves of the Association.

20.11 The Board may delegate part of its authority described above to the Association CEO in accordance with the Code. Such delegation shall be made public in accordance with the Code.

20.12 See Elected representatives – overview (Annex IV) for further details.

Article 21

21.1 The procedure for the nomination and election of the Board members provided for in Article 20.1.a–f is the following:

- a. When any of the positions is vacated or is expected to become vacant, for any of the reasons mentioned in Article 20.5, all regular members will be invited in writing to submit nominations for the position(s) in question. Individuals nominated must be informed prior to their nomination and must communicate their willingness to serve if elected or confirmed, as the case may be. Regular members will be given a minimum of ten working days to submit their nomination in writing. Regular members may not nominate themselves or their colleagues from the same company.

- b. If more than one candidate is nominated for any given position, the Secretariat will organise an election by secret ballot amongst the regular members, with each having one vote. Regular members will be given a minimum of five working days to cast their vote. The candidate who receives the highest number of votes will be elected. The final voting results will only be disclosed to the candidates who participated in any given election upon their request. If only one candidate is nominated for any given position, the Secretariat will call for a confirmation by secret ballot from the regular members, with each having one vote. Regular members will be given at least five working days to respond. The candidate will be confirmed if confirmation votes outnumber non-confirmation votes. If no candidates are nominated, the process will be repeated, and the incumbent(s) will continue to serve, if possible, until replacements are appointed. In the event of a tie, the election will be re-run for this position until the required majority is obtained.
- 21.2 The nomination of Board member candidates for election or confirmation should take into account skills, experience, knowledge and diversity as per the principles contained in the relevant provisions of the Corporate Governance Recommendations for Non-Listed Enterprises (the 'Code Buysse II') and the Guidelines for the election of Board members (Annex XI).

Article 22

- 22.1 The Board member who chairs the Operations Group shall act as the Association Treasurer.
- 22.2 The Association Treasurer shall provide to the Board and the Annual General Meeting information regarding the financial affairs of the Association. Such information will also be provided to the members of the Association who so request. The Association Treasurer shall be responsible for drawing up the financial statements of the Association which the Board shall present to the Annual General Meeting for approval in accordance with Article 28

Article 23

- 23.1 The Board can approve amendments to the Operating Procedures, subject to the limitations of the Code. The Operating Procedures describe the Association's mission, its structure, its modus operandi and the members' duties. The Operating Procedures and each amendment thereto shall be distributed to all members of the Association as provided for by the Code. In case of discrepancy between the provisions of the Articles of Association and those of the Operating Procedures, the former shall prevail. The latest version of the Operating Procedures was approved by the Board on 28 October 2022.
- 23.2 The CEO is primarily responsible for the daily management and the representation of the Association.
- 23.3 The Board will determine the CEO's authority and compensation. The CEO will recuse himself or herself from this and related decisions taken by the Board.

- 23.4 A Secretariat shall be maintained to fulfil the Association's mission within the budgetary framework agreed in advance for each budget year. The Secretariat will work under the supervision of the CEO.
- 23.5 The CEO shall ensure that the Articles of Association and the Operating Procedures are consistently applied and shall inform the Board of material deviations.

Article 24

- 24.1 The Association should always have guidelines for the Delegation of Authority in place.
- 24.2 Without prejudice to the general representation powers of the Board as a whole, the Association shall be validly represented vis-à-vis third parties by two Board members acting jointly.
- 24.3 For acts within the scope of the responsibilities of the CEO, the Association shall also be validly represented by the CEO.
- 24.4 The Association may also be validly represented by special attorneys-in-fact/proxy holders appointed by the Board.

THE ASSOCIATION'S ACCOUNTS

Article 25

The financial year of the Association begins on 1 January and ends on 31 December of each year.

Article 26

The accounts of the Association shall be settled by any of the general methods of payment permitted by law. No direct or indirect patrimonial benefit may be granted to any founder, member, Board member or any other third party, except as provided for by applicable legislation. The Association's assets must at all times be allocated to the pursuit of the Association's purposes.

Article 27

The Annual General Meeting shall appoint an auditor from the members of the Institut des Réviseurs d'Entreprises. The auditor shall have the widest powers in auditing the accounts and all accounting documents. The auditor will report to the Annual General Meeting on the year's accounts and on the budget submitted to the Annual General Meeting. The Annual General Meeting may allow the auditor an indemnity.

Article 28

- 28.1 The annual accounts are presented to the Annual General Meeting at the latest six months after the end of the relevant financial year.

- 28.2 The accounting is done and the annual accounts of the Association are drawn up in accordance with the relevant provisions of the Code.
- 28.3 The annual accounts shall be deposited at the National Bank of Belgium within 30 days of their approval by the Annual General Meeting. Together with the annual accounts, the following documents must be deposited:
- the document containing the names of the Directors and of the auditor; and
 - as the case may be, the report of the auditor.

DISSOLUTION OF THE ASSOCIATION

Article 29

A court may dissolve the Association upon request of a regular member, a third party with an interest thereto or the public prosecutor if the Association:

- is not in position to fulfil its obligations;
- uses its assets or income for purposes different from those for which the Association was set up;
- breaches materially the Articles of Association or the parts of the Operating Procedures referred to in Article 23 of these Articles of Association or breaches the law or public order;
- has not deposited its annual accounts in accordance with the Code for at least three consecutive financial years, unless these annual accounts are deposited before the end of the trial; or
- is composed of fewer than three members.

Article 30

- 30.1 The relevant provisions of the Code apply to the allocation of the assets after dissolution of the Association.
- 30.2 In the event of the dissolution of the Association any assets remaining after settlement of liabilities shall be allocated by the Board to one or more institutions or associations whose not-for-profit purposes come as close as possible to those for which the Association was created.

Article 31

- 31.1 The General Meeting may decide to dissolve the Association following the same procedure as the one needed for amending the purpose of the Association in accordance with the Code.
- 31.2 In this event, the allocation of the assets after dissolution is governed by the Code.

* * *

Operating Procedures
of the
American Chamber of Commerce to the European Union (AmCham EU)

1. Purpose, vision and mission

The purpose of AmCham EU is to ensure an optimum business, trade and investment climate for its members in Europe, in particular by monitoring and commenting upon institutional, legislative, regulatory and judicial developments and by proposing improvements aimed at furthering economic growth.

The vision of AmCham EU is to be:

- the most valued advocacy force in the EU;
- the primary representation body for US business in the EU; and
- a key discussion partner for European institutions and governments.

The mission of AmCham EU is to benefit its members by:

- advocating in a timely and effective manner to the institutions and governments of the European Union (EU) with respect to policy and legislative issues. This representation is directed primarily to those initiatives impacting trade between the US and Europe, investment by US companies in Europe and the competitiveness of its members established in Europe;
- facilitating the resolution of EU-US issues that impact business and playing a role in creating a better understanding of EU-US positions on business matters;
- providing insight and intelligence on key issues, and access and influence to its members;
- extending awareness externally of, and recognition for, the economic, social and technological contributions made in Europe by its members; and
- demonstrating the continuing commitment by AmCham EU members to the wider development of the EU.

2. AmCham EU structure

Management groups: Policy, Operations and Communications

2.1 AmCham EU governance involves three management groups: the Policy Group, the Operations Group and the Communications Group. Each is directly responsible to the Board. The Chairs of each of these groups will be elected from the membership as per Article 21 of the Articles of Association of AmCham EU. The Vice-Chairs of the Policy Group will be elected from the membership as per section 4 of the Operating Procedures. The Vice-Chairs of the Operations and Communications Groups, respectively, will be selected by the membership of each management group; if there are no candidates from these groups, the position will be opened to any regular members, following the election procedures described in section 4 of these Operating Procedures. See Elected representatives – overview (Annex IV) for further details.

2.2 The Policy Group is responsible for the overall coordination of the AmCham EU activities organised in pursuit of the members' policy objectives. The Group shall review and/or agree, as

further specified in these Operating Procedures, the activities of the Committees, Task Forces and AmCham EU Groups, including conferences, events and contacts with outside organisations; recommend and agree strategies; and seek to maintain the quality and effectiveness of external communications made in the name of AmCham EU. The Group shall maintain a perspective on developing issues and on horizontal issues; recommend resource levels; maintain internal communication flows; liaise on behalf of AmCham EU members with outside organisations; and seek to encourage supporting activities within other European organisations and in American Chambers of Commerce and representational organisations in the Member States. The Policy Group recommends to the Management Group Leadership (MGL) the creation and dissolution of new Committees, Task Forces and Groups. The Board shall be kept regularly informed by the Policy Group Chair.

- 2.3 In addition to its Chair and Vice-Chair, the Policy Group comprises the Chairs or Vice-Chairs of the Committees, Task Forces and Groups (or their nominated alternatives); the Chair of the Board and Chairs of, respectively, the Operations and Communications Groups; the two Vice-Chairs of the Board; the chief Sherpa of the Executive Council; other Board members not mentioned above and the Policy Director and CEO of AmCham EU. In addition, there may be three members elected directly from the regular members of AmCham EU for two years from first election, renewable for periods of two years thereafter subject to confirmation by the members of AmCham EU. With a view to the stated objectives, as shown in section 2.2 and in accordance with Annex I, Committee, Task Force and Group Chairs or Vice-Chairs (or their nominated representatives) attend all meetings of the Policy Group. Committee, Task Force and Group representation at the Policy Group is extremely important, given the vital role of coordination, exchange of information and approval of activities of this Group. If any Committee, Task Force or Group is not represented by its Chair or Vice-Chair or by their nominated representatives for three consecutive meetings the Chair of the Policy Group will issue a warning to the appropriate Chair(s)/Vice-Chair(s). If the attendance issue continues, the MGL may decide to expel the member representative from the leadership position.
- 2.4 The Operations Group manages the financial and other resources of the organisation to meet agreed objectives and to satisfy needs of existing members of AmCham EU. It shall provide recommendations or decisions on finance, HR, governance, membership, IT, security, office management and legal compliance. The Secretariat shall prepare annual budgets, quarterly financial reports of income and expenditure, and annual accounts for approval.
- 2.5 The Operations Group comprises, in addition to its Chair (the Association Treasurer), the CEO and the Operations Director of AmCham EU. In addition, there shall be three members elected or confirmed directly by the regular members of AmCham EU for two years from first election, renewable for periods of two years and thereafter subject to confirmation by the members of AmCham EU. The Chair of the Operations Group may increase the number of additional members from three to a maximum of five, but the existing members must vote on this (by simple majority). One of these members will act as Vice-Chair and will be selected by the membership of this group. If there are no candidates from this Group, the position will be opened to any regular members. Should the group wish to have more than five additional members, Board approval is required. The Policy Group and Communications Group Chairs, respectively, may be invited to attend the Operations Group meeting as observers.
- 2.6 The Communications Group provides strategic guidance and recommendations on branding, visibility and reputation. This may include media engagement and marketing and communications strategies. The Group shall provide direction in the form of recommendations on the integrated communications plan, including promotion, publications, electronic and on-

line communications, events and brand development.

- 2.7 The Communications Group shall, in addition to its Chair, comprise six members elected or confirmed directly by the regular members of AmCham EU for two years from first election, renewable for periods of two years thereafter, and the Communications Directors. The Chair of the Communications Group may increase the number of members from six to a maximum of eight, but the existing members must vote on this (by simple majority). One of these members will act as Vice-Chair and will be selected by the membership of this group. If there are no candidates from this Group, the position will be opened to any regular members. The Communications Group coordinates with the Policy Group for overall advocacy strategy and with the Operations Group for resources. Should the group wish to have more than eight members, Board approval is required.
- 2.8 The Chairs of the Policy Group, the Communications Group and the Operations Group, together with the CEO, comprise the Management Group Leadership (MGL). In addition, the group shall include as observers any senior member of the staff involved in the daily management of AmCham EU. The MGL reports to the Board.
- 2.9 The MGL shall be responsible for addressing cross-cutting management issues that are of concern to all the management groups. This will include, *inter alia*, reviewing and issuing recommendations on the Committees', Task Forces' and Groups' annual work programmes. It may also include approving additional work programme activities and required resources in line with the Strategic Plan as approved by the Board, ad-hoc or non-work programme-related activities such as events, marketing and communications strategies, recommendations on key outreach targets and any other issues requested by the Board. The MGL approves the creation and dissolution of new Committees, Task Forces and Groups, upon the recommendation of the Policy Group. The MGL shall issue its findings by way of recommendations and if empowered by the Board, by way of binding decisions.
- 2.10 Decisions within the MGL shall be taken by simple majority voting. In case of equality of votes, the Chair of the Board shall have the final decision.
- 2.11 The MGL shall meet on an ad-hoc basis, but at least once a year, when called upon by either the Board, any of the management groups (Policy, Communications or Operations) or the CEO.

Committees, Task Forces and Groups

- 2.12 AmCham EU carries out its mission via Committees, Task Forces and Groups. The Committees, Task Forces and Groups are charged with the identification, prioritisation, monitoring and daily management of issues of concern to members of AmCham EU, including the development of positions and strategies and for their effective delivery to the institutions and individuals responsible, and to other organisations throughout Europe. Committees, Task Forces and Groups document and formalise their plans through annual work programmes, which are delivered to the Policy Group and agreed by the Board each year. Committees are formed to craft and articulate positions on policy areas. Task Forces may be formed for the purpose of pursuing specific projects which do not fall under the competence of a Committee and are likely to be of limited time in duration. Task Forces should elect Chairs and Vice-Chairs in a manner similar to that used by Committees. Groups may be formed for the purpose of representing AmCham EU views to a specific audience. Membership in Groups may be limited, subject to confirmation by the Policy Group. Group members are expected to make the required time commitment both to contribute to the preparatory work of the Group and to actively participate

in the external meetings and delegation visits. Members nominated to represent their Committees in Groups will debrief their respective committees after external meetings and delegation visits have taken place.

- 2.13 Approval of new Committees, Task Forces and Groups, as well as their dissolution, will be a competence of the MGL, upon recommendation from the Policy Group. The Board will be kept regularly informed by the Policy Group Chair.
- 2.14 Members of each Committee, Task Force or Group shall nominate and elect a Chair (or two Co-Chairs) and one or more Vice-Chairs in accordance with the procedures laid out in section 4 of these Operating Procedures. The Chairs and Vice Chairs, together with the relevant Secretariat member, are responsible for the efficient running of their Committees, Task Forces or Groups and for ensuring effective coordination with other such groups, via the Policy Group, and application of the Policy Management Rules set out herein.
- 2.15 Members shall designate one employee as their primary representative to AmCham EU and may nominate other representatives to participate in the work of Committees, Task Forces and Groups. The designated individuals should possess the requisite technical and political skills for a meaningful contribution to the work of the Committee, Task Force or Group. Members may nominate a consultant or lawyer to represent them on specific Committees, Task Forces or Groups and should inform the Secretariat of any such arrangement. A consultant or lawyer attending AmCham EU functions in this capacity must be a member under Article 6.2 of the Articles of Association. This provision may be waived for self-employed consultants (or consultancies with a total employment of one or two employees) subject to Board approval. Normally only one person will represent a member at each meeting. However, depending on the issues discussed and the level of expertise required, it may be desirable that a member is represented by more than one individual. Regardless of this representational decision, each member will have no more than one vote on any decision made by a Committee, Task Force or Group.

3. AmCham EU Executive Council – the executive voice of American business committed to Europe

- 3.1 The mission of the Executive Council of AmCham EU (ExCo) is to drive for the continuous improvement of European global competitiveness and ensure a growth-oriented business and investment climate in the EU, through targeted dialogue at the highest levels between its members and senior policymakers of EU institutions, Member States and international organisations.
- 3.2 ExCo is the senior executive voice of AmCham EU. Its role is to:
 - reinforce AmCham EU messages through targeted dialogue at the highest political level;
 - create and maintain relationships with senior key political figures for its members and AmCham EU as a whole; and
 - provide a platform for its members to discuss the business climate in Europe.
- 3.3 ExCo has its own logo. The logo may be used for internal and external communications (eg stationery, presentations, position papers).

3.4 The founding members of ExCo in January 2006 were:

- Accenture;
- Agilent EMEA;
- Alcoa Europe;
- Brink's EMEA;
- Caterpillar EAME;
- Footlocker Europe;
- Hewlett Packard EMEA;
- Mars Inc.;
- NIKE EMEA; and
- Oracle EMEA

3.5 All companies which are members of AmCham EU under Article 6.1 of the Articles of Association may apply to become members of ExCo. Only one executive per company may be nominated to become a member of ExCo.

3.6 All companies wishing to join ExCo must go through the joining process as agreed by ExCo and the AmCham EU Board in Annex VIII to these Operating Procedures.

3.7 ExCo should always aim to build or maintain the greatest possible diversity of the group with regard to sectors, gender, age, ethnicity and nationality as agreed by ExCo and the AmCham EU Board in Annex VIII to these Operating Procedures.

3.8 Substitutes will not be accepted for ExCo meetings, however, other senior executives can be nominated by ExCo members for ExCo speaking opportunities at specific events and conferences.

3.9 The Chair of the Board, the CEO of AmCham EU and the Chief Sherpa are *ex-officio* members of ExCo.

3.10 Members must also make available a 'Sherpa' to represent them in the Sherpa Group. (The Sherpa is typically their company's AmCham EU member representative). The leadership team Sherpas form a core Sherpa working group.

3.11 ExCo elects a Chair and maximum four Vice-Chairs from amongst its members in accordance with section 4.2 of these Operating Procedures (term limits are maximum two terms of two years). The Chair and Vice-Chairs form a leadership team.

3.12 ExCo is supported by the Sherpa Group and the Secretariat. The Sherpa Group meets regularly to manage preparation and follow-up of ExCo projects and meetings with policymakers, to make recommendations on activities and to coordinate other relevant AmCham EU activities.

3.13 The Sherpas must also be active and connected to the relevant AmCham EU Committees, Task Forces and Groups. The Chair of the Policy Group, if not a Sherpa, should be invited to the Sherpa meetings to ensure coordination on advocacy plans and overall messaging.

3.14 AmCham EU Committees, Task Forces and Groups may propose ExCo activity, based on approved advocacy plans. The Chief Sherpa attends ExCo and AmCham EU Policy Group meetings in order to ensure coordination of ExCo activity with the rest of AmCham EU.

3.15 ExCo develops its work programme and projects in light of overall AmCham EU priorities and goals. All ExCo members must be familiar with and committed to AmCham EU issues. The work programme is reviewed at a Policy Group meeting. All ExCo members will speak on behalf of AmCham EU and not on behalf of individual companies.

3.16 ExCO plenary and outreach meetings

ExCo shall aim to convene at least two plenary meetings per year.

The plenaries should focus on evaluating the progress of ExCo objectives and planning new strategies and projects. ExCo may invite senior key political figures to take part in the plenary meeting. All positions discussed must be those of AmCham EU.

Attendance at plenaries is limited to ExCo members only and the ex-officio members.

Additional outreach meetings may be conducted on AmCham EU priority issues. These will focus on the delivery of AmCham EU messages.

3.17 Ad hoc activities

ExCo may commission studies and reports and support other projects. Other events may be organised to support these projects. Events may also be organised which provide speaking opportunities.

3.18 Position paper coordination

See ExCo position paper coordination (Annex IX).

3.19 The extra costs of ExCo meetings and the implementation of its work programme in general, are borne by the participating companies in equal share. A company or group of companies may sponsor special projects. In case of doubt or conflict as to whether a given cost or expense should be attributed to ExCo members or all members, the CEO will recommend, and the AmCham EU Board will decide.

3.20 See ExCo - Glossary of terms (Annex X).

4. Nomination and election procedure of Committees, Task Forces and Groups

4.1 The CEO is responsible for ensuring that nomination and election procedures take place in accordance with the rules which follow.

4.2 The procedure for the nomination and election of the Chairs and Vice-Chairs of the Committees, Task Forces and Groups is the following:

- a. When any of the positions is vacated or is expected to become vacant, either because of expiration of the term of office or for any other reason, all members of the relevant Committee, Task Force or Group will be invited in writing to submit nominations for the position(s). Individuals nominated must be informed prior to their nomination and must communicate their willingness to serve if elected or confirmed, as the case may be. Members will be given a minimum of ten working days to submit their nomination in writing. Members may not nominate themselves.

- b. If more than one candidate is nominated for any given position, the Secretariat will organise an election by secret ballot amongst the regular members of the relevant Committee, Task Force or Group, with each having one vote. Members will be given a minimum of five working days to cast their vote. The candidate who receives the highest number of votes will be elected. The final voting results will only be disclosed to the candidates who participated in any given election upon their request. If only one candidate is nominated for any given position, the Secretariat will call for a confirmation by secret ballot from the members from the relevant Committee, Task Force or Group, with each having one vote. Members will be given at least five working days to respond. The candidate will be confirmed if confirmation votes outnumber non-confirmation votes. If no candidates are nominated, the process will be repeated, and the incumbent(s) will continue to serve, if practical, until replacements are appointed. If no other candidates are nominated again, the incumbent can be nominated and stand for confirmation for an additional third term upon approval by the Board (that is, a maximum of six consecutive years). In the event of a tie, the election will be re-run for this particular position until the required majority is obtained.
- c. Chairs and Vice-Chairs will be elected generally from regular members under Article 6.1 of the Articles of Association. The mandate for leadership positions is two years from first election, renewable for a single term of two years thereafter (that is, a maximum of four consecutive years).

5. Conduct of meetings

- 5.1 For the work of AmCham EU to be successful, and in the best long-term interests of its members, full and proper participation by members' representatives in the work of Committees, Task Forces and Groups and in the overall process of policy management is essential. Consensus of the members is the basis of decision-making and issue management.
- 5.2 Chairs shall conduct Committee, Task Force and Group meetings as described herein. They should provide for open and balanced contributions to any discussion and should provide a basis for the development of timely and effective positions reflecting the views of AmCham EU as a whole. Responsibility for the conduct and success of meetings and other activities rests with the Chair(s) and Vice-Chair(s) of the Committees, Task Forces or Groups, together with the relevant Secretariat member and other members.
- 5.3 Transparency of represented interests is vital. In particular, no member shall represent, under any circumstances other than for information and then fully identified as such, the views of a non-member or group of non-members. Members are expected to make their own comments directly and not via other members operating informally on their behalf.
- 5.4 To secure the achievement of its objectives, AmCham EU has a clear preference that members elected under Article 6.1 of the Articles of Association are present at Committee, Task Force or Group meetings, rather than being represented by third parties. Where this is not possible, members under Article 6.2 of the Articles of Association must identify whether, in participating in Committee, Task Force or Group activities, they are retained to, as appropriate, monitor, represent and/or advocate particular positions on behalf of another member. The Committee, Task Force or Group Chair may request such clarification at the start of each meeting or as individual issues are discussed, as deemed appropriate.

- 5.5 When participating on the basis of a monitoring or general representation brief, members must ensure that they are also in a position not merely to comment upon the contributions made by other members but also to proactively describe the positions adopted on issues by their clients. A general retention or monitoring brief is inadequate to determine the inclusion or omission of wording or content of positions or statements by the Committee, Task Force or Group. Furthermore, in the event of a dispute as to the wording or content of a position or statement of a Committee, Task Force or Group, the opinions of members under Article 6.1 of the Articles of Association shall take precedence over those advocated by members under Article 6.2, which are not specifically instructed to advocate transparently defined and openly declared positions for and on behalf of members under Article 6.1.
- 5.6 All members and their representatives should familiarise themselves with the requirements for participation and transparency set out in this document. Members or their representatives unable to comply with these rules or requirements for participation and/or transparency shall not have the right to contribute further to the issue under discussion.
- 5.7 Recourse may be made to the Policy Group for routine guidance or to the Board, in the case of severe or repeated infringements of these Operating Procedures.
- 5.8 AmCham EU's activities are carried out in full compliance with applicable competition laws. Members are required to observe the requirements set out in the Code of Conduct – Competition law compliance (Annex V).

6. Position statements

- 6.1 AmCham EU fulfils its mission by the delivery of position statements and via other communication tools and events appropriate to the issues at stake. These will be prepared in a regular and timely fashion to meet external deadlines, whilst maintaining the endorsement and active support of the members of AmCham EU. The work of any Committee, Task Force or Group should include an analysis of each issue, by a Rapporteur drawn from those members most directly concerned and knowledgeable, and the establishment of an advocacy plan. This should be embodied in the work programmes of the Committees, Task Forces and Groups and presented to the Policy Group every year. Committees, Task Forces and Groups are encouraged to prioritise the issues on the work programmes.
- 6.2 Position statement approval process

Stage 1 (Pre-draft)

When a new position statement is deemed appropriate and has the active support of at least five members the Rapporteur may, supported by the relevant Secretariat member, prepare a pre-draft for circulation to the members of the Committee, Task Force or Group. The timeframe for circulation of the pre-draft is set by the Chair and Rapporteur. The purpose of this preliminary pre-draft is to identify suggested messages and capture main points, as well as to determine the timing required. It may be produced in bullet point format. A draft advocacy plan, including the main points of the proposed paper along with the suggested channels and target audience for delivering these messages, must also be used.

Stage 2 (First draft)

Following agreement at the Committee, Task Force or Group level that a position statement is needed the Rapporteur will, supported by the relevant Secretariat member, prepare a first draft for circulation to members. Electronic circulation via the Daily Brief (daily electronic

newsletter) should direct the attention of members of the Committee, Task Force or Group, the Policy Group and other relevant Committees as appropriate (the use of the Daily Brief means that all members have access to all Stage 2 and Stage 3 draft papers). This first draft is intended both to inform and to generate a wide response to the main points, as well as to solicit support from the membership and to achieve consensus.

This first draft position statement will be circulated for a period of five to ten working days, according to a decision by the Chair and the Rapporteur. The first draft must be accompanied by a complete advocacy plan, which should include legislative timeframe, channels and target audience, distribution list, press list and follow up actions (eg events and outreach).

Members' comments should be addressed in written form to the Rapporteur with a copy to the relevant Secretariat member and Chair. Often, in order to facilitate the formulation of this First Draft position statement, the Secretariat member and Rapporteur will lead a coordination call with members known as the 'drafting group'. During this drafting group process, members can raise their comments to the Rapporteur and Secretariat to consolidate the first draft. Participation or non-participation in such drafting group coordination calls does not discount the right of members to send their comments via email to the Rapporteur, Secretariat member and Chair. Members may decide to pursue initial consensus through more than one initial draft, provided that revised versions are sent for additional comments (revised draft). The text can then be adjusted to ensure a balanced representation of opinions following the receipt of comments.

The Rapporteur must maintain impartiality through the drafting process and objectively consider the input from all members. Where positions prove to be contentious among members, the role of the Rapporteur should be to work in the spirit of compromise to ensure the best chance of AmCham EU taking a position on the file at hand.

Stage 3 (Final draft)

The final draft position statement will be sent for a minimum of five working days (timeframe to be decided by the Chair and Rapporteur). Again, electronic circulation via the Daily Brief should direct the attention of members of the Committee, Task Force or Group, the Policy Group and other relevant groups as appropriate and should include the advocacy plan. The purpose of this stage is to ensure support and consensus by allowing all parties to review the comments made during Stage 2. Further changes made at this stage should only be editorial in nature and must maintain coherence with the philosophy of the position to date. This stage can be repeated as many times as necessary in order to achieve consensus, within a reasonable timeframe appropriate to meeting external deadlines.

Stage 4 (Internal)

Once Stage 3 is complete, an internal draft will be reviewed by the Secretariat within 48 hours for internal quality control measures regarding style and consistency.

In all cases, the advocacy plan should be reviewed with the Policy Group prior to release. This review may happen at any stage prior to release in accordance with the schedule of Policy Group meetings. It may also take place electronically.

Stage 5 (Released)

The Released version of the position statement will be sent to all members for their information. At this stage it is sent to external audiences in accordance with the advocacy plan.

- 6.3 A fast track approval process is available upon receipt of permission from the Policy Group Chair in cases where external circumstances leave insufficient time to complete the process described above. A fast track process should only be considered in exceptional cases. It may only be granted under the stipulation that the position at hand is related to or based on a previously approved position. The fast track process can vary in length but must ensure that (1) all members with a known interest in the subject have been consulted and are reasonably comfortable with the final statement and (2) the final statement is circulated in its final form (no revisions) for at least 48 hours prior to release. This circulation process will be done electronically, via the Daily Brief and at times supplemented by personal emails from the Secretariat. A Chair or Rapporteur may apply to the Policy Group Chair in writing, stating the nature of the position being crafted, the reason the fast track is being requested, a suggested time frame to ensure full coordination and an analysis of the likelihood of controversy or dissent on the subject at hand.
- 6.4 AmCham EU position statements must be signed by the Chair of the Board, the Committee, Task Force or Group Chairs, or a combination of the above. Any individual whose name appears on the signature line must have final clearance on the content and presentation of the position statement.
- 6.5 Publication approval process – publications are drafted by the Secretariat and members. Final text for sectoral publications will always be approved by the relevant committee. Final text for general publications will be reviewed or approved by the membership as necessary.
- 6.6 See Position statement approval process (Annex II) and Guidelines for public statements (Annex VI) for further details.

Document security

- 6.7 Ensuring that AmCham EU documents are released only upon their full approval is vital to ensuring that the organisation and its positions are fairly represented to the key lobbying and media audiences. In order to prevent any damaging leaks of incomplete or draft documents, members are asked to actively support the following measures:
- all draft documents are marked 'for internal use only' and have a large watermark with the word 'DRAFT' across the entire page;
 - no signature is added to a document until it is sent out;
 - before being released to non-AmCham EU members or staff, all documents must complete a rigorous approval process, ensuring that any position statement prior to its publication is submitted to the regular members for their approval; and
 - all allegations of members publicising or distributing non-approved documents will be taken to the Policy Group for discussion.

7. Consensus and dissenting points of view

- 7.1 Consistent with AmCham EU's objectives to serve the common interests of its members, these rules are designed to enable strong, concise statements of clearly defined and meaningful – rather than lowest common denominator – positions.
- 7.2 Members are expected to become actively involved early during the position statement coordination process, making substantive contributions to position statements during Stage 2

(also known as the first draft), with a preference for leaving Stage 3 (also known as the final draft) for minor adjustments and corrections. Every effort will be made to inform all members of a decision to establish a position on any particular issue to allow for early involvement by all members.

- 7.3 The Committee, Task Force or Group Chair and Rapporteur are jointly responsible for moving a position paper through the position statement coordination process in a timely and effective manner, making every effort to establish consensus and to avoid conflict.
- 7.4 No single member has the power of veto over an AmCham EU position.
- 7.5 Clearly defined deadlines must be established and enforced for the position statement coordination process.
- 7.6 Members are called on to actively support the AmCham EU position statement coordination process by making a determined effort to reach consensus on every issue under consideration, compromising where necessary on lesser points for the sake of AmCham EU's broader objectives.
- 7.7 Any divergence of opinion between members should, if possible, be resolved by the Committee, Task Force or Group involved. If unanimity is not achievable, then consensus – defined as the absence of sustained opposition to a position which is supported by a broad majority – is an acceptable basis for an AmCham EU agreement on a position statement or a course of action. Upon failure to reach a consensus within a reasonable time frame, the responsible Committee, Task Force or Group Chair and Rapporteur may withdraw the position statement or take the matter to the Policy Group for advice. The Policy Group will decide whether the issue should be referred back to the Committee, Task Force or Group for further work to resolve the impasse or sent to the Board for a final decision. Inclusion of an endnote stating that there is a dissenting view will be authorised only as a last resort in extreme cases and only after alternative forms of conciliation between differing points of views have been exhausted. If there is agreement to include an endnote, it must express a dissenting view to the entire position statement, rather than any single part of it. The endnote may be attributed.
- 7.8 Referral of a position by the Policy Group to the Board for a decision amounts to an admission of failure by members to reach consensus. In this event, the Board will be obliged to make a judgement call on the issue, rather than deliver an informed expert position.

8. Member conduct at representational events and delegations

- 8.1 AmCham EU organises a wide range of events to further public policy positions agreed in accordance with these Operating Procedures. These events may include, but are not limited to, office visits with representatives of the EU institutions, consultations with US and EU Member State government officials, outreach to US and Member State representatives and formal visits to Strasbourg for consultations with members of the European Parliament (MEPs). AmCham EU further communicates its positions through a wide variety of position papers, letters, press communications, guides and other documents.
- 8.2 AmCham EU's reputation relies heavily on how members present themselves and how they communicate their positions when participating in AmCham EU activities. To maintain the Association's reputation for providing timely, thoughtful and well-articulated input, and the

high level of contacts this affords, it is critical that members of AmCham EU observe the following guidelines (see also Annex V: Code of Conduct):

- *Advocacy*: Positions represented must be *only* those agreed by AmCham EU, in accordance with this document. Individual corporate positions that are not consistent with agreed AmCham EU positions are not appropriate. Any attempt by a member to put forward a unilateral position will be deemed a transgression of this rule and reported to the Policy Group;
- *Knowledge representation*: Attendees at AmCham EU meetings should be prepared to participate actively, ie give a brief on one or several AmCham EU issues; and
- *Timeliness*: Commitments to attend and participate in an event should be honoured, as long as it is practically feasible. Failure of members to appear at events or arriving late/departing early can damage AmCham EU's relationship with the officials involved. Members should make all attempts to honour their commitments and, where this is not possible, inform the Secretariat of conflicts as early as possible.

9. Relations with other organisations

9.1 Liaison with other organisations shall take place in line with the broad mission of AmCham EU and with the agreement and support of its members, in a manner and at a level appropriate to the issues in common to the two organisations. This is not a membership category and denotes a reciprocal exchange of information only with organisations with which AmCham EU wishes to maintain contact. AmCham EU reserves the right to charge a service fee for services over and above what is listed here. Liaison organisations include (list not exhaustive):

9.2 US industry organisations

Alliances with US-based business organisations allow timely warning of developments from the US which impact transatlantic relations and enable coordinated issue management both in Washington and Brussels. Representatives of these groups/organisations, by virtue of their having been elected or otherwise nominated to a specific position in these organisations and by virtue of their technical expertise, may:

- be added to distribution lists of selected Committees, Task Forces or Groups;
- have no direct participation in the decision-making of the group in question;
- liaise at request of Chair of Committee, Task Force or Group concerned;
- receive newsletters and publications;
- have limited access to members' only website in terms of document type (ie final policy papers/non-internal information documents only – not draft position statements); and
- may attend certain events/meetings on an ad hoc/invitation-only basis and with the agreement of the relevant Committee Chair and CEO.

9.3 Other American Chambers of Commerce (AmChams) and the European Council of American Chambers of Commerce (ECACC, also known as AmChams in Europe, ACE)

Strong links with ECACC enable AmCham EU to extend its capabilities for information gathering and issue management to the Member State capitals and those of wider Europe. The form of liaison with other AmChams is similar to that for US industry organisations. Representatives of these groups/organisations, by virtue of having been elected or otherwise nominated to a specific position in these organisations and by virtue of their technical expertise, may:

- have free access to the AmCham EU members' only website for all Committees, Task Forces and Groups (for final or external documents only);
- have no direct participation in the decision-making of group in question;
- liaise at the request of the Chair of Committee, Task Force or Group concerned;
- receive newsletters and free copies of each AmCham EU publication in return for marketing support;
- contact AmCham EU for basic information on any policy issue or basic assistance in setting up Brussels visits; and
- attend certain events/meetings on an ad hoc/invitation-only basis and with the agreement of the relevant Chair and CEO. Paid events might be priced at a special AmCham EU rate.

9.4 Other business organisations

Informal alliances and coalitions with business organisations within Europe enhance the impact of AmCham EU messages to the EU institutions and other stakeholders. Other business organisations may:

- receive final policy documents (mail out/email);
- be invited occasionally to attend Committee/Task Force/Group meetings as guest speakers;
- exchange newsletters and other documents;
- exchange position statements or press releases in final form;
- have no access to members' only website;
- not attend Committee/Task Force/Group meetings on a regular basis; and
- may be invited to AmCham EU plenary meetings on an ad hoc/invitation-only basis with the agreement of the Chair of the Board and the CEO.

9.5 Think tanks and academic institutions

AmCham EU recognises the value of regular links with the academic community and think tanks by virtue of their addressing broad and long-term issues and the role of these organisations as 'opinion formers' for decision makers. The form of these links is as per 'other business organisations'. They may:

- receive final policy documents (mail out/email);
- be invited occasionally to attend Committee/Task Force/Group meetings as guest speakers;
- exchange newsletters and other documents;
- exchange position statements or press releases in final form;
- have no access to members' only website;
- not attend Committee/Task Force/Group meetings on a regular basis; and
- be invited to AmCham EU plenary meetings on an ad hoc/invitation-only basis with the agreement of the Chair of the Board and the CEO.

9.6 Civil society

AmCham EU recognises the value of regular links with civil society by virtue of its addressing broad and long-term issues and its role as 'opinion formers' for decision makers. The form of these links is as per 'other business organisations'. They may:

- receive final policy documents (mail out/email);
- be invited occasionally to attend Committee/Task Force/Group meetings as guest speakers;
- exchange newsletters and other documents;
- exchange position statements or press releases in final form;
- have no access to members' only website;
- not attend Committee/Task Force/Group meetings on a regular basis; and
- be invited to AmCham EU plenary meetings on an ad hoc/invitation-only basis with the agreement of the Chair of the Board and the CEO.

9.7 Media

Any 'content partnership' agreements are negotiated by the relevant Director of the Secretariat and approved by the CEO.

10. Guidelines for events and programmes

Objectives for AmCham EU events and programmes

- 10.1 AmCham EU is an open, transparent, non-politically affiliated, non-discriminatory organisation. It organises and sponsors events and programmes in the pursuit of its mission.
- 10.2 All events should be managed with the object of ensuring good and timely communication of anticipated attendees both before and during the event.
- 10.3 AmCham EU will always identify the objectives of the event and invite guests according to these objectives.
- 10.4 AmCham EU events include, but may not be limited to, the following:
- AmCham EU plenary meetings;
 - conferences/workshops;
 - outreach programmes in Brussels (eg MEP lunches, meetings with Permanent Representations);
 - visits and delegations outside Brussels;
 - PR events (Gala, book launches, cocktails);
 - press briefings; and
 - representing AmCham EU at external events.
- 10.5 The objectives of the event will dictate the format and structure. Essentially, these objectives revolve around information and policy. Information objectives include obtaining/updating information on a set topic and disseminating information to the membership in order to raise profile/awareness on a specific topic. Policy objectives include supporting the AmCham EU Strategic Priorities or Plan and assisting in the development of an AmCham EU position; promoting the AmCham EU image; building or maintaining relationships and communicating established AmCham EU positions; and contributing to the organisation's budget.

Proposing a new type of event or programme

10.6 AmCham EU members may determine that a new type of event would assist in achieving strategic objectives or reaching new audiences. The proponents of such new events will submit their projects to the MGL, including a description of the event or series of events, their role and purpose(s), the responsibility for executing the project and the budget. The MGL is responsible for approving the concept and the budget. The Policy Group should be informed.

Budget impact

10.7 The success, failure or cancellation of an event may have an impact on the AmCham EU annual budget. Members must be made aware of the consequences of withdrawing support without adequate notice. Budget-impacting events should be submitted to MGL by their sponsoring Committee, Task Force or Group in the Work Programme before the budget is set for the coming year, in October.

Event and programme planning and approval process

10.8 Any Committee, Task Force or Group proposing an event must seek the approval of the MGL unless the event is already in the work programme and has no significant budgetary implication. These proposals can equally be made by the Secretariat. Any such event requires the active support and participation of five members in order to be considered for approval. A proposal should be made, based on the template, with adequate time to engage in planning after approval is granted. This material should be sent out to MGL members sufficiently ahead of time for them to review prior to the meeting where this issue is on the agenda. The template for event approval can be found in the Event Approval Form (Annex III). Note that smaller Secretariat-driven initiatives do not require consultation with the MGL.

10.9 Proposals to the MGL should be made by the Committee/Task Force/Group through the Secretariat sufficiently in advance of the event so that planning can start thereafter. Approvals can be also done electronically if no meeting is scheduled. The MGL retains the right to cancel any event. The Board is the ultimate arbiter of any controversy between the organisers of an event and the MGL.

10.10 The following guidelines are suggested for the timing of such presentations:

- Large-scale conferences and workshops: minimum of four months prior to the target date.
- Outreach programmes outside of Brussels: minimum of three-six months prior to the target date, depending on the scale and scope of the undertaking.

Fees and payment

10.11 The following fees are included as guidelines and may be changed by the MGL.

Late fee

10.12 A fee maybe charged for any delays in payment of any event invoice, based on a percentage of the price of the event. Registration forms for visits, functions and conferences should include the appropriate notification of late fees as stated during the registration process.

Cancellation fee

10.13 A cancellation fee may be charged for the cancellation of any registration. Registration forms for delegations, events and conferences should include the appropriate notification of cancellation fees.

Administration fee

10.14 The following administration fees may be included in the event budget:

- 10% of the overall price for a delegation visit;
- 7.5% of the overall price for a conference, workshop and lunch; and
- 5% of the overall price for a lunch, breakfast or reception.

Advance payment policy

10.15 AmCham EU reserves the right to demand advance payment to ensure commitment to the event and reduce the chance of financial loss on the part of AmCham EU. An estimate is made of the cost of the visit and quoted on the registration form. Any difference in the estimated cost of the visit (paid up front) and the actual cost will be reimbursed after the visit.

10.16 All decisions concerning late fees, cancellation fees, advance payment policy and administration fees will be made by the MGL.

Sponsorship of events or programmes

10.17 Events may be financed, in whole or in part, by sponsors. On a case-by-case basis, the Secretariat can consider the following:

- circumstances in which a whole AmCham EU event or a subsection of it (for example, a lunch or a session) can be financed by sponsors;
- requirements that sponsors must observe;
- benefits that sponsors may enjoy; and
- balance between sponsors and non-sponsors.

10.18 The initiating Committee, Task Force or Group will submit a request for sponsorship for an AmCham EU event or series of events to the MGL as part of the overall event approval process. Preliminary event approval will be sought using the Event Approval Form (Annex III).

10.19 Unless otherwise decided by the MGL, only regular AmCham EU members will be allowed to sponsor AmCham EU events.

10.20 The sponsor is entitled to recognition of its role in supporting the event (for example, by printing the sponsor's logo on the relevant materials). However, financial sponsorship will not give sponsors any right to:

- influence the overall policy objectives of the event. Events will only be approved if they support the agreed priorities of AmCham EU;
- affect the positions presented at AmCham EU events. Only properly cleared AmCham EU positions will be acceptable;
- determine who will speak and what the subjects will be within the event programme. Members' commitment and enthusiasm remains the main driving force behind a

- successful event Sponsorship should not be detrimental to this enthusiasm and drive away potential supporters of events; and
- advertise in open terms about the strengths and qualities of the sponsor with a view toward obtaining direct commercial advantages.

Co-branding events

- 10.21 Although events solely organised by AmCham EU should remain the norm, AmCham EU may choose to organise events with other bodies. These organisations' aims must be in line with AmCham EU's mission.
- 10.22 The CEO or his or her delegates will remain the main contact point between AmCham EU and external organisations. The relevant Committee, Task Force or Group together with the Secretariat, will be responsible for assessing whether events organised by other organisations are suitable and will recommend to the MGL whether AmCham EU should lend its logo to them.
- 10.23 As a guideline, associate members or external organisations may co-brand events if they are deemed in line with the mission of AmCham EU (American companies committed to Europe on trade, investment and competitiveness issues) and align with the organisation's objectives and messages. Co-branding opportunities should first be discussed at the Committee, Task Force or Group level and then presented as part of the overall event approval to the MGL.

Use of AmCham EU's rooms for non-AmCham EU events

- 10.24 AmCham EU may not engage in commercial activities other than as an accessory to the goals of the organisation. Ad-hoc requests to rent its rooms will therefore be considered on an individual basis and should be addressed to the CEO. Room rental guidelines are available upon request.

11. Meetings with occasional visitors

AmCham EU is often asked to meet with policymakers and decision influencers, at times with very little time to react. Determining which of these requests to honour and prioritising them is a responsibility of the CEO. Occasionally a strategic request may be discussed with the Board or the Policy Group. All such meetings should be recorded in the AmCham EU internal database and debriefed to the Policy Group or the relevant Committee, Task Force or Group at its next meeting. AmCham EU members undertake to represent only AmCham EU-approved positions at such meetings. The Secretariat may also represent AmCham EU at such meetings based on the decision of the CEO.

12. Representing AmCham EU at external events

AmCham EU is occasionally asked to provide speakers for conferences or events on policy issues. Coordinating these requests and eliciting member or staff participation is a responsibility of the CEO. Occasionally a strategic request may be discussed with the Board or the Policy Group. All such presentations should be duly reported in the AmCham EU meeting database and debriefed to the Policy Group or the relevant Committee, Task Force or Group at its next meeting. AmCham EU members and staff undertake to represent only AmCham EU-approved positions at such conferences or events.

13. Digital meetings

In case a meeting is held digitally, members will be presumed to be present at the place where the meeting is held when the following conditions are complied with:

- The digital solution used must allow for the 'identity' and 'capacity' of the participants to be verifiable; this means that the person must be able to identify himself/herself. To ensure compliance with this condition, it would be advisable to use video-conferencing, instruct participants to be present with audio and video and require participants to be logged on with their full names and the member organisation they represent.
- The digital solution used must enable participants to simultaneously, directly and uninterruptedly take note of the discussions during the meeting and to exercise their voting rights during the meeting. To ensure compliance with this condition, it would be advisable to inform participants of what bandwidth and internet speeds will be required for effective participation.
- The digital solution used must also allow for voting and a 'chat' or other communication function enabling participants to ask questions.

14. Procedure to change rules

- 14.1 Any proposed amendment to these Operating Procedures (including any associated guidelines, instructions or other documents) must be submitted to the Board.
- 14.2 Amendments must be approved in accordance with the procedures set out in the Belgian Companies and Associations Code (Code). The majority of changes to the Operating Procedures (including any associated guidelines, instructions or other documents) can be adopted by the Board by simple majority or unanimous written decision. Importantly, any proposed amendment that affects the rights of the members, the powers of the bodies or the organisation and functioning of the General Meeting must be submitted to the General Meeting. Such amendments can be approved by two thirds of the members present or represented. Such members must constitute or represent three fourths of the vote-holding members of the Association.
- 14.3 See Categorisation of the sections in the Operating Procedures and Amendments to the Articles of Association (Annex XII) for further details.

List of Annexes:

- I. Roles and responsibilities of Committee/Task Force/Group Chairs and Vice-Chairs
- II. Position statement approval process
- III. Event Approval Form
- IV. Elected representatives – overview
- V. Code of Conduct – competition law compliance
- VI. Guidelines for public statements
- VII. Process for approving new members
- VIII. ExCo joining process
- IX. ExCo position paper coordination
- X. ExCo - Glossary of terms
- XI. Guidelines for the election of Board members
- XII. Categorisation of the sections in the Operating Procedures and Amendments to the Articles of Association

Annex I

Roles and responsibilities of Committee/Task Force/Group Chairs (pursuant to section 2 of the Operating Procedures)

Strong Chairs are fundamental to a smoothly run membership organisation. Chairmanship demands time commitment, energy and enthusiasm. The Secretariat, in turn, will provide intellectual, coordination and administrative support to ensure all processes are well understood and adhered to in the interests of all members.

<p>COMMITMENT</p> <ul style="list-style-type: none"> ● Plan and chair all meetings and events. ● Represent the Committee/Task Force/Group in Policy Group meetings. ● Liaise with other Chairs where issues or interests overlap. 	<p>CHAMPION TRANSPARENCY AND RULES</p> <ul style="list-style-type: none"> ● Ensure consultants/lawyers declare interests. ● Know, articulate and model AmCham EU rules and procedures. ● Ensure event planning follows the process and timeframe set out in the AmCham EU Operating Procedures.
<p>COMMUNICATE AND WORK WITH THE SECRETARIAT</p> <ul style="list-style-type: none"> ● Liaise regularly and proactively with the Secretariat on all activities. ● Work with the Secretariat to optimise use of staff resources (housekeeping, time management, etc.). ● Be accessible to the Secretariat for coordination of work. ● Develop Secretariat staff and provide input to periodic appraisals. 	<p>LEAD THE COMMITTEE/TASK FORCE/GROUP</p> <ul style="list-style-type: none"> ● Bring leadership and vision to the work, encouraging the active involvement of all members. ● Coordinate the activities with the Vice-Chair, delegating where appropriate. ● Work with the Secretariat to recruit new members and engage/retain current members. ● Represent the sector views of the Committee/Task Force/Group to broader AmCham EU audiences.
<p>ENFORCE POSITION PAPER PROCESSES</p> <ul style="list-style-type: none"> ● Ensure that the process for coordinating position papers, guides, documents, op eds, etc. is open, transparent and efficient. ● Ensure that position papers reflect the consensus of the membership at large. In the absence of consensus, work with the Rapporteur, members and the Secretariat to reach an optimum solution. ● Enforce all position paper deadlines. 	<p>PROMOTE AMCHAM EU'S POSITIONS TO A WIDER AUDIENCE</p> <ul style="list-style-type: none"> ● Where appropriate, guide Rapporteurs in their role as spokespeople towards the press on position statements issued by the Committee. ● Where appropriate, act as spokesperson for AmCham EU toward external audiences including the press on all issues of relevance to the Committee/Task Force/Group. ● Provide guidance on the development of guides and other publications relevant to the Committee/Task Force/Group. This includes identifying subjects, overseeing or drafting text and reviewing or approving final text for publication.

Roles and responsibilities of Committee/Task Force/Group Vice-Chairs

The Vice-Chair has an important leadership role in the life of a Committee/Task Force/Group. The Vice-Chair's primary function is to take on the responsibilities of the Chair when the Chair is unable to fulfil these tasks. More generally, the Vice-Chair should strive to be a model AmCham EU Member, investing time, intellectual capital and diplomatic skills in the smooth functioning of the Committee/Task Force/Group.

<p>COMMITMENT</p> <ul style="list-style-type: none"> ● Attend all meetings and events. ● Take on Chair responsibilities when the Chair is not present or available (eg at meetings, events, for Secretariat consultations, etc.). 	<p>CHAMPION TRANSPARENCY AND RULES</p> <ul style="list-style-type: none"> ● Know and model AmCham EU rules and procedures. ● In support of the Chair, work to ensure that members are transparent in expressing the interests that they represent. ● In support of the Chair, ensure that events are coordinated in a manner consistent with AmCham EU Operating Procedures.
<p>COMMUNICATE AND WORK WITH THE SECRETARIAT</p> <ul style="list-style-type: none"> ● Where appropriate, act as deputy for the Chair, supporting or standing in to communicate and coordinate with the Secretariat. ● Be accessible to the Secretariat for the coordination of the work of the Committee/Task Force/Group. 	<p>LEAD THE COMMITTEE/TASK FORCE/GROUP</p> <ul style="list-style-type: none"> ● Work with the Chair and the Secretariat to develop and implement a strategic vision. ● Work with the Chair and the Secretariat to recruit and retain members. ● Ensure the committee is amply represented on all relevant AmCham EU Groups.
<p>ENFORCE POSITION PAPER PROCESSES</p> <ul style="list-style-type: none"> ● With the Chair, facilitate the timely and transparent coordination of position papers and other AmCham EU documents. ● With the Chair, facilitate consensus within the Committee/Task Force/Group and when necessary, between members. ● With the Chair, enforce deadlines for position papers and events commitments. 	<p>PROMOTE AMCHAM EU'S POSITIONS TO A WIDER AUDIENCE</p> <ul style="list-style-type: none"> ● When appropriate, act as spokesperson for AmCham EU toward external audiences including the press on all issues of relevance to the Committee/Task Force/Group. ● Assist the Chair in providing guidance on the development of guides and other publications relevant to the Committee/Task Force/Group. This includes identifying subjects, overseeing or drafting text and reviewing or approving final text for publication.

Annex II

Position statement approval process (pursuant to section 6 of the Operating Procedures)

	Timeframe	Action	Responsible
Stage 1 'Pre-draft'	Chair and Rapporteur set timeframe for first circulation in the Committee/Task Force/Group. This stage can be skipped.	Identification of suggested messages, main points and timing required. Bullet points allowed. An advocacy plan must also be used with the main point of the proposed paper.	Chair and Rapporteur together with Secretariat member.
Stage 2 'First draft'	Five to ten working days , decided by Chair and Rapporteur. Additional revised first drafts can be circulated for comments to pursue consensus.	Circulate first draft together with advocacy plan to relevant Committees, Task Forces, Groups, Policy Group and AmCham EU membership to inform, solicit support and achieve consensus.	All regular members. Written comments are sent to the Rapporteur, Chair and Secretariat member.
Stage 3 'Final draft'	Circulate to relevant Committees, Task Forces and Groups, Policy Group and AmCham EU membership for a minimum of five working days with an advocacy plan. Timeframe decided by the Chair and Rapporteur.	Review comments made during Stage 2. Further changes made at this stage should only be editorial in nature and must maintain coherence with the philosophy of the position to date. Stage can be repeated until consensus is achieved.	All regular members. Written comments are sent to the Rapporteur, Chair and Secretariat member.
Stage 4 'Internal'	48 hours or less	Check quality, style and consistency.	Relevant Secretariat member.
<i>Approval by Policy Group – review of position statement and advocacy plan (including the legislative timeframe, distribution list, press strategy and follow-up actions) prior to release</i>			
Stage 5 'Released'	Respectful of deadlines	Final document sent to all members and to external audiences indicated in the advocacy plan.	Position statements should be signed by the Chair or Vice-Chair of the Board, the relevant Committee, Task Force or Group Chair, or a combination thereof.

	Timing	Circumstances	Lead/involvement
Fast-track procedure	Regardless of the overall time frame at least two working days (48 hours) must be allowed at the end of the process for review of the final document to ensure transparency.	Exceptional cases only when the normal procedure does not allow for a sufficiently speedy response. Needs support of at least five members. Should build on the existing AmCham EU position. Strong and demonstrable evidence of majority consensus on position statement.	Committee, Task Force or Group Chair approaches Chair of Policy Group for advice and decision. Report at the following Policy Group meeting. In cases of disagreement, the Chair of the Policy Group may choose to go to the Board for a final decision.

General guiding principles for drafting position statements

- Get support of **at least five** members under Article 6.1 of the Articles of Association.
- Identify the **impact** on business.
- Assess **chances of influencing** the outcome.
- Maximise the impact of policy statements by drafting an **advocacy plan**.
- **Ensure transparency** of the drafting process.
- **Manage divergences** of opinion.
- Position statements should represent the **consensus** view of members.
- **Respect deadlines**.

Annex III

Event Approval Form

(pursuant to section 10.8 of the Operating Procedures)

Please use this form for preparing and presenting a proposed AmCham EU event to the MGL and if necessary, the Board.

- 1) Outline of the programme or event
 - Category
 - Role and purpose
 - Format (in-person/hybrid/online)
 - Date and time
 - Length (half/full day)
 - Location (AmCham EU office/other)
 - Speakers
 - Target audience (institutions, press, others)
 - Estimated number of attendees
 - AmCham EU Members and Non-AmCham EU Members
- 2) Conformity with overall AmCham EU strategic priorities
- 3) Committed support by AmCham EU Committees/Task Forces/Groups/individual members
 - A minimum of five members must pledge support; if any back away they must provide a substitute or the event may be cancelled.
- 4) Estimated budget
 - Costs
 - Costs covered through
 - Free non-members guests
 - Break-even number of attendees/sponsors required
 - If profits are envisaged
 - Staffing requirements
- 5) Proposed sponsors (if any)
 - Terms of the sponsorship (benefits received from and accorded to the sponsors)
- 6) Timeline
 - Who does what by when
 - Critical decision/action points
 - Legislative timeline (if this has an impact on the event)
- 7) Committee/Task Force/Group work programme (included in this year's work programme?)
- 8) Possible conflicting events
- 9) Assessment of overall feasibility by the AmCham EU management team
- 10) Assessment by the members of the MGL
- 11) Corporate call for speakers

Annex IV

Elected representatives – overview

(pursuant to Article 20 of the Articles of Association and section 2 of the Operating Procedures)

Group	Members	Comments
AmCham EU Board	Chair	Elected for two years, renewable for a maximum of one more year. Member under Article 6.1 of the Articles of Association.
	Two Vice-Chairs	Elected for two years, renewable for a maximum of one more year. One member under Article 6.1 of the Articles of Association and one member under Article 6.2 of the Articles of Association.
	Chair Policy Group	Elected for two years, renewable for a maximum of one further two-year term. Member under Article 6.1 of the Articles of Association.
	Chair Operations Group (Treasurer)	Elected for two years, renewable for a maximum of one further two-year term. Member under Articles 6.1 or 6.2 of the Articles of Association.
	Chair Communications Group	Elected for two years, renewable for a maximum of one further two-year term. Member under Articles 6.1 or 6.2 of the Articles of Association.
	Two members-at-large	Elected for two years, renewable for a maximum of one more year. One member under Article 6.1 and one member under Article 6.2 of the Articles of Association.
	CEO	For the duration of tenure.

<p>Policy Group</p>	<p>Chair</p> <p>Vice-Chair</p> <p>Chairs of Policy Committees (or Vice-Chairs or designated representatives)</p> <p>Chair of the Board</p> <p>Two Vice-Chairs of the Board</p> <p>Immediate past Chair of the Board</p> <p>Chair of Operations Group</p> <p>Chair of Communications Group</p> <p>Three members-at-large</p> <p>Chief Sherpa of ExCo</p> <p>Other Board members</p> <p>CEO</p> <p>Policy Director</p>	<p>(as above)</p> <p>Elected by full membership for renewable two-year terms.</p> <p>For the duration of their terms/assignments.</p> <p>(as above)</p> <p>(as above)</p> <p>(as above)</p> <p>(as above)</p> <p>(as above)</p> <p>Elected by the membership for renewable two-year terms.</p> <p>For duration of term.</p> <p>For duration of their tenure on the Board.</p> <p>For the duration of tenure.</p>
<p>Operations Group</p>	<p>Chair (Association Treasurer)</p> <p>Vice-Chair</p> <p>Minimum of three and a maximum of five additional members (including Vice-Chair)</p> <p>CEO</p> <p>Operations Director</p>	<p>Elected/confirmed by AmCham EU every two years.</p> <p>Elected from amongst the membership of the group. If no candidates, it is then opened to the full membership.</p> <p>Elected/confirmed by AmCham EU every two years.</p> <p>For the duration of tenure.</p>

<p>Communications Group</p>	<p>Chair</p> <p>Vice-Chair</p> <p>Minimum of six and maximum of eight additional members (including Vice-Chair)</p> <p>Communications Director</p>	<p>(as above)</p> <p>Elected from amongst the membership of the group. If no candidates, it is then opened to the full membership.</p> <p>Elected/confirmed by AmCham EU every two years.</p>
<p>Policy Committees and Task Forces</p> <p>Note: These bodies may be structured into working groups.</p>	<p>Chair (or two Co-Chairs)</p> <p>Minimum one Vice-Chair</p> <p>Company participants nominated by AmCham EU members</p>	<p>Elected for two years from first election, renewable for a single term of two years thereafter (that is, a maximum of four consecutive years). If no other candidates are nominated, the incumbent can be nominated and stand for confirmation for an additional third term upon approval by the Board (that is, a maximum of six consecutive years).</p> <p>Members voting must be members of the body itself, with the exception of the Policy Group (elected by full membership).</p> <p>Only one per member.</p>
<p>Executive Council (ExCo)</p>	<p>Chair</p> <p>Vice-Chair(s)</p> <p>Other members</p>	<p>Leadership is elected for two years from the first election, renewable for a single term of two years thereafter (that is, a maximum of four consecutive years).</p> <p>Criteria set out in Annex VIII</p>
<p>Management Group Leadership (MGL)</p>	<p>Chair of Policy Group</p> <p>Chair of Operations Group</p> <p>Chair of Communications Group</p> <p>CEO</p> <p>Secretariat Directors</p>	<p>For the duration of their terms/assignments.</p> <p>For the duration of tenure.</p>

Annex V

Code of Conduct

Competition law compliance

(pursuant to section 5.8 of the Operating Procedures)

1. Introduction

- 1.1. AmCham EU represents American companies committed to Europe on trade, investment and competitiveness issues. AmCham EU has a strong pro-competitive purpose. It aims to ensure a growth-orientated business, trade and investment climate for its members in Europe, particularly by monitoring and commenting upon institutional, legislative, regulatory and judicial developments and by proposing improvements aimed at furthering economic growth.
- 1.2. The Code of Conduct demonstrates the intention of AmCham EU to ensure that all of its activities are carried out in full compliance with applicable competition laws.
- 1.3. The AmCham EU membership encompasses members from a broad range of different industries, however, it includes a number of companies who are also direct competitors. The Code of Conduct must be respected by all AmCham EU members, as well as its Board members, employees and contractors.
- 1.4. With AmCham EU's goals in mind, meetings are occasions where members and their representatives:
 - review and discuss policy and legislative issues that impact trade between the US and Europe, investment by US companies in Europe and the competitiveness of members established in Europe;
 - develop position papers on key policy and legislative issues, and in doing so gathering views and non-sensitive information from members;
 - develop and promote programs to create a better understanding of EU-US positions on business matters;
 - develop and provide programs to educate members on key issues; and
 - develop and promote programs to extend awareness externally of and recognition for the economic, social and technological contributions made in Europe by members.

2. Importance of competition law compliance

- 2.1. Integrity and competition law compliance, especially, are integral to AmCham EU and its members. Competition maximizes incentives to innovate and offer better products and services and choice. Conversely, a failure to comply with competition rules can have significant negative effects on these important objectives. The reputational ramifications for breaches can be significant.
- 2.2. Competition authorities have the ability and the means to conduct investigations and impose fines on both trade associations and their members.
- 2.3. Competition authorities can also conduct on-site inspections to search AmCham EU's premises, members' offices and directors' private domiciles in the context of competition law investigation ('dawn raids').

- 2.4. Competition law violations can also lead to other ramifications such as civil actions for damages. Certain jurisdictions also impose sanctions on individuals, such as personal fines, prison sentences, disqualification of directors; individual employees may also be subject to extradition.
- 2.5. This Code of Conduct therefore first sets out the appropriate procedures to be adhered to before, during and after AmCham EU meetings, followed by the key competition law principles relevant for AmCham EU and its members in its general activities.

3. Prior to AmCham EU meetings

- 3.1. Meeting invitations shall be done in writing and include a detailed meeting agenda. This agenda will be prepared and circulated in advance of each meeting.
- 3.2. Agenda items and meeting documents may not contain any topics prohibited by competition law.
- 3.3. Where appropriate, materials intended to be presented to meeting participants can be sent in advance to the Secretariat to be reviewed.
- 3.4. Legal counsel should be invited to attend meetings when deemed relevant by the Secretariat or upon request of any member.
- 3.5. Members should regularly review this Code of Conduct and any other competition law compliance materials provided by AmCham EU.

4. Conduct of AmCham EU meetings

- 4.1. The meeting chair shall have this Code of Conduct in his/her possession at each meeting and if considered appropriate and necessary, a statement on compliance with competition laws should be read out at the start of the meeting (see Annex V.1). A copy of this Code of Conduct and the Competition Law Checklist (see Annex V.2) shall be a part of materials for each meeting.
- 4.2. Any questions about this Code of Conduct or initiatives/activities requiring consideration should be directed at the chair of the meeting and relevant policy officer.
- 4.3. Meetings should always follow the pre-approved meeting agenda sent out in advance, and discussions should be limited to these agenda items. Any 'AOB' discussions must respect the principles set out in this Code of Conduct and the Competition Law Checklist.
- 4.4. Minutes of each meeting will be taken by the Secretariat and circulated to members. Minutes may be reviewed by legal counsel if requested by the Secretariat or any member.

5. Key principles of competition law

- 5.1. Anti-competitive agreements include agreements between actual or potential competitors which restrict, prevent or distort competition. The form of the agreement may vary, ie unwritten agreements such as 'gentlemen's agreements' may also be considered anti-competitive agreements.
 - The exchange or unilateral disclosure/receipt of competitively sensitive information alone can constitute a violation of competition laws, even in the absence of an agreement.

- Anti-competitive ‘decisions’ of associations can also violate competition laws, which may include the rules, resolutions and recommendations of a trade association.

5.2. Members shall therefore not engage in anti-competitive conduct, including:

- agree or fix prices (including discounts, margins, timing of pricing changes, etc.);
- allocate bids, tenders, customers, markets;
- agree to pass on input costs imposed by a third party, regulator or public body;
- align or delay product development, R&D, market entry;
- discuss or agree to limit/control production or limit/coordinate investment; or
- agree to or call for boycotts or refusals to deal.

5.3. Members shall not discuss, disclose or accept to receive competitively sensitive information, including:

- pricing, pricing policies (including discounts, margins, timing of pricing changes, etc.) or any other confidential terms and conditions;
- confidential production information (including supply chain data, transport, distribution, sales volumes or market shares, capacity and capacity utilisation rates, inventories, etc.);
- non-public information about company R&D programs/pipelines (including timing or progress of such programs), product introductions, etc.;
- strategic business and marketing plans, etc.; or
- the identity of specific customers or details about/participation in upcoming transactions or tenders.

5.4. Any discussions on these issues, whether on or off the record, during a scheduled meeting or otherwise, are strictly prohibited and expose not only the members concerned but also the AmCham EU organisation to significant penalties.

5.5. If any member has any question as to the legality of a proposed course of action, the matter should be immediately referred to the AmCham EU CEO, who will discuss it with legal counsel.

6. Reporting/data collection

6.1. In its activities, AmCham EU may collect and publish information relating to trade, investment and the competitiveness of American companies in Europe.

6.2. AmCham EU will adhere to the below principles:

- any ad hoc or regular collection and dissemination of member data by AmCham EU, whether on its own initiative or upon request from government stakeholders, shall where appropriate be preceded by a legal analysis as to its purpose and what safeguards, if any, to be put in place;
- participation should be voluntary; and
- if competitively sensitive information is gathered, it must be managed with robust safeguards in place, including:
 - ensuring confidential treatment of data by the AmCham EU Secretariat, with the option of involving a third-party to collect, prepare and disseminate information;
 - including a sufficient number of participating members to ensure that the identity of any respondent is protected;

- ensuring sufficient aggregation of information to prevent identification of respondents; and
- focusing on historic data.

7. Review

AmCham EU's activities may evolve over time. Accordingly, AmCham EU shall regularly review this Code of Conduct with legal counsel and with input from the AmCham EU Competition Policy Committee to ensure that the activities of AmCham EU remain appropriately covered by these procedures.

Annex V.1 – AmCham EU Competition Law Compliance Statement

Instruction to the chair of AmCham EU meetings

The following statement should be read out at the beginning of AmCham EU meetings when considered appropriate and necessary:

'The AmCham EU Competition Code of Conduct requires AmCham EU and its members to comply with applicable competition laws.

I would therefore like to remind all participants that this meeting is conducted in accordance with these principles.

You will have in your materials for this meeting a copy of the Code of Conduct. Please ensure that you have familiarised yourself with it. It is accompanied by a practical Competition Law Checklist.

If you should have questions or concerns, please direct them to me as the meeting chair or to the Secretariat.'

Annex V.2 – AmCham EU Competition Law Checklist

Competition law compliance

Do's and Dont's for Meeting Participants

The following checklist should be included in all AmCham EU meeting materials:

<p>Always bear the following in mind:</p> <ul style="list-style-type: none"> • Familiarise yourself with the Competition Code of Conduct. • Abide by the principles of the Competition Code of Conduct before, during and after the meeting itself (including breaks, luncheons, etc.). • Follow the pre-approved agenda for the meeting. • Comply with any instructions provided by the meeting chair or the Secretariat. • React to any discussions/actions that appear to disregard this checklist, and raise any questions or concerns you may have with the meeting chair or the Secretariat. • Follow any directions provided by legal counsel, if present. 	<p>Never engage in anti-competitive conduct</p> <p>For instance:</p> <ul style="list-style-type: none"> • Agree or fix prices (including discounts, margins, timing of pricing changes, etc.). • Allocate bids, tenders, customers or markets. • Agree to pass on input costs imposed by a third party, regulator or public body. • Align or delay product development, R&D or market entry. • Discuss or agree to limit/control production or limit/coordinate investment. • Call for boycotts or refusals to deal. • Discuss competitively sensitive information such as: <ul style="list-style-type: none"> ○ Pricing, pricing policies (including discounts, margins, timing of pricing changes, etc.) or any other confidential terms and conditions. ○ Confidential production information (including supply chain data, transport, distribution, sales volumes or market shares, capacity and capacity utilisation rates, inventories, etc.). ○ Non-public information about company R&D programs/pipelines (including timing or progress of such programs), product introductions, etc.). ○ Strategic business and marketing plans, etc. ○ The identity of specific (non-public) customers or details about/participation in upcoming (non-public) transactions or tenders.
---	--

Annex VI

Guidelines for public statements

(pursuant to section 6 of the Operating Procedures)

External communications should generally be based on published position statements which have gone through all the necessary approval procedures or for emerging issues, should be in line with AmCham EU's mission and values.

The approval process is two-fold:

- In cases where there is a published/existing position:
 - The final text can be approved by the Committee/Task Force/Group leadership (including the position's Rapporteur) or the CEO. The Secretariat can also issue communications based on existing positions.
 - The decision should, as far as possible, be reflected and detailed (type of activity, timing, etc.) in the advocacy plan.
- In cases where there is no existing position:
 - For Committee/Task Force/Group-specific issues, the final text can be approved by its leadership (including the position's Rapporteur) with guidance by the Secretariat and/or other members.
 - For horizontal issues, the final text should be approved by the CEO or the relevant members in leadership positions. As necessary, the Board is consulted.

The Secretariat will ensure that the right balance exists between ensuring sufficient time for approval and publishing at the right moment. This can imply a very short turnaround – sometimes less than one working day.

Annex VII

Process for approving new members (pursuant to Article 9 of the Articles of Association)

Regular members pursuant to Article 6.1 of the Articles of Association

- Any corporation of US parentage may apply for membership in AmCham EU by sending in a letter of application, which should confirm its eligibility and interest.
- Once an applicant states an interest in joining AmCham EU, the Board is consulted with respect to the applicant's eligibility for membership.
- Once the application is received, the applicant's membership is approved by circulating the application for ten working days to the entire membership and by vote at a General Meeting.

Regular members pursuant to Article 6.2 of the Articles of Association

- Law firms and consultancies may apply for membership of AmCham EU by sending in a letter of application, which should confirm their eligibility and interest.
- Once an applicant states an interest in joining AmCham EU, the Board is consulted with respect to the applicant's eligibility for membership and that the percentage quota as set out in Articles 6.2 and 6.5 of the Articles of Association are observed.
- An application must be supported by three written references from members already elected under Article 6.1 of the Articles of Association.
- The potential law firm/consultancy member is then approved by circulating the application for ten working days to the entire membership and by vote at a General Meeting.

Regular members pursuant to Article 6.3 of the Articles of Association

- Any applicant that does not qualify as a regular member pursuant to Articles 6.1 and 6.2 of the Articles of Association may express an interest in being an international member. The Secretariat assesses the applicant's suitability.
- The opinion of relevant Committees is sought.
- The Operations Group discusses the application and makes a proposal to the Board, based on feedback from the relevant Committees.
- The Board approves or declines the proposal and makes a recommendation.
- The potential international member may then formally apply for membership.
- The potential international member is approved by first circulating the application for ten working days to the entire membership and then by vote at a General Meeting.

Annex VIII

ExCo joining process

(pursuant to sections 3.6 and 3.7 of the Operating Procedures)

Joining process

All companies wishing to join ExCo must go through the following joining process:

- Each ExCo nominee must fill out the application form prepared by the AmCham EU Secretariat;
- The application form is then shared with the ExCo Nomination Committee composed of the Chair of ExCo, Vice-Chairs of ExCo and CEO of AmCham EU;
- The Nomination Committee will meet twice a year;
- Ideally, the Nomination Committee should meet four to six weeks before the ExCo plenary to give all new ExCo members time to prepare for the meeting;
- The Nomination Committee will review each application received and make a recommendation on its status;
- Each application will be then presented to a vote of the full ExCo membership; and
- To be approved the application requires two-thirds approval from the ExCo members.

Nominations

Nominations will be considered and assessed based on the factors listed below.

ExCo should always aim to build or maintain the greatest possible diversity of the group with regard to sectors, gender, age, ethnicity, nationality, etc.

Nominated executives must fulfil the following criteria:

- they must have operational responsibilities for European markets (CEO or equivalent, taking into account specificities of internal corporate organisation);
- they must have a direct line to the Global Executive Board; and
- they must be approved by two-thirds of ExCo members.

Nominated companies should ideally fulfil some of these informal criteria:

- build or maintain the greatest possible diversity and balance of the group with regard to sector, size, industry, etc.
- have a minimum global turnover of about \$2 billion;
- have a significant presence in Europe (eg total employees/other presence);
- be not more than 20% government-owned;
- be a member of AmCham EU for a minimum of one year; and
- be actively engaged in the work of AmCham EU.

When an individual member leaves ExCo, there is no automatic membership for the successor/a new member of the same company. A new nomination must be submitted by that company for any new executive. A new member may not join ExCo within one month of the upcoming plenary.

There are no term limits for members of ExCo. There will be no cap on the size of ExCo, unless recommended by the Board of AmCham EU.

Annex IX

ExCo position paper coordination (pursuant to section 3.18 of the Operating Procedures)

ExCo can act both as the instigator of messages as well as play its key role of facilitating the delivery of key AmCham EU messages at the highest level.

ExCo may initiate and speak on AmCham EU policy priority areas as does any other AmCham EU Committee/Task Force/Group.

The coordination process should follow that of AmCham EU:

- five members supporting;
- ExCo coordinator to inform a relevant Secretariat member that ExCo is considering work in a specific area. The relevant Secretariat member will in turn inform the leadership team of the Committee/Task Force/Group in question;
- first stage positions and advocacy plans will be drafted by the ExCo Rapporteur and circulated within the ExCo Sherpa Group as well as to the relevant Committee, Task Force or Group Chair and Rapporteur (if applicable). This may call for/imply that certain chairs or Rapporteurs form part of ExCo working groups and/or attend Sherpa meetings from time to time;
- second stage positions will go to the ExCo Sherpa Group, the Policy Group and ExCo members whether or not there is an AmCham EU Committee/Task Force/Group owner. If there is such an owner, the position will be circulated to the relevant group at this point and otherwise follow standard AmCham EU procedures;
- third stage positions will go to the same set of people as in the second stage. Given the pressures on executives' time, this stage will take a minimum of two weeks;
- subject to the approval of the Policy Group Chair, ExCo may use the fast track procedure pursuant to Article 6.3 of the Operating Procedures;
- ExCo can provide executive spokespersons on issues:
 - messages delivered by ExCo must be in accordance with AmCham EU positions, although they need not be the same talking points;
 - only executives may act as spokespersons on behalf of ExCo – if no executive is available then Sherpas may speak on behalf of AmCham EU but not ExCo; and
 - executives are identified by both their ExCo title and their company title when they act as spokesperson.
- sherpas will be assumed to speak on behalf of their executives/companies and must provide the key liaison;
- the Policy Group must ultimately approve all advocacy plans issued on behalf of any part of AmCham EU;
- ExCo papers should always be presented at the Policy Group meeting in order to have a full discussion and enable AmCham EU coordination; and
- ExCo is supported by a Secretariat member responsible for ExCo.

Annex X

ExCo - Glossary of terms

(pursuant to section 3 of the Operating procedures)

Chief Sherpa – The Chief Sherpa is the Sherpa of the Chair of ExCo; the Chief Sherpa chairs the Sherpa Group

Core issue – A core issue has five or more members supporting the issue

Ex-Officio Members – The Chair of the Board, the CEO of AmCham EU and the Chief Sherpa

Leadership Team of ExCo – The Chair and up to four Vice-Chairs of ExCo

Leadership Team Sherpa Working Group – The Sherpas of the Leadership Team

Lead issue Sherpa – The Lead Issue Sherpa is the Sherpa of an ExCo member leading on a core or non-core issue

Non-core issue – A non-core issue has three to five members supporting the issue

Sherpa – The Sherpa is typically the ExCo member's AmCham EU member representing the ExCo member at working-level meetings

Annex XI

Guidelines for the election of Board members (pursuant to Article 21 of the Articles of Association)

The selection of Board member candidates for election should take into account skills, experience, knowledge and diversity as per the principles contained in the relevant provisions of the Corporate Governance Recommendations for Non-Listed Enterprises (the 'Code Buysse II'). Members who nominate a candidate should give consideration to the following:

- diversity of individuals: the greatest possible diversity of the Board with regard to gender, age, ethnicity, nationality, etc.
- diversity of represented sectors: a breadth of economic sectors which the Board nominees represent;
- skills: a diversity of complementary skills among Board members;
- seniority: executive level, eg CEO, Partner, Head of EU/Government Affairs, Head of Communications, Head of Operations;
- tenure: representing organisations that have been members of AmCham EU for at least two years at the time of nomination;
- active engagement: demonstrated leadership or active involvement (committee or task force leadership, rapporteurs, etc.) in the work of AmCham EU; and
- any potential conflict of interest with regard to serving on Boards of other Associations.

The above considerations are not to be understood as binding, nor cumulative, conditions.

The Chair of the Policy Group, Chair of the Operations Group and Chair of the Communications Group (as per Articles 20.1c, 20.1d and 20.1e of the Articles of Association) must have demonstrated relevant experience in public affairs, operational matters (eg HR, accounting, budgets) and communications, respectively.

Annex XII

Categorisation of the sections in the Operating Procedures and Amendments to the Articles of Association

(pursuant to section 14.3 of the Operating Procedures)

	Four-fifths majority of three-fourths members present/represented
	Two-thirds majority of two-thirds members present/represented
	Simple majority
	Board decision

	Section 1. Purpose, vision and mission
	Section 2. AmCham EU structure
	Section 3. AmCham EU Executive Council – the executive voice of American business committed to Europe
	Section 4. Nomination and election procedure of Committees, Task Forces and Groups
	Section 5. Conduct of meetings
	Section 6. Position statements
	Section 7. Consensus and dissenting points of view

	Section 8. Member conduct at representational events and delegations
	Section 9. Relations with other organisations
	Section 10. Guidelines for events and programmes
	Section 11. Meetings with occasional visitors
	Section 12. Representing AmCham EU at external events
	Section 13. Digital meetings
	Section 14. Procedure to change rules

	Annex I. Roles and responsibilities of Committee, Task Force and Group Chairs/Vice-Chair
	Annex II. Position statement approval process
	Annex III. Event Approval Form
	Annex IV. Elected representatives – overview
	Annex V. Code of Conduct - competition law compliance
	Annex VI. Guidelines for public statements

	Annex VII. Process for approving new members
	Annex VIII. ExCo joining process
	Annex IX. ExCo position paper coordination
	Annex X. ExCo - Glossary of terms
	Annex XI. Guidelines for the election of Board members
	Annex XII. Categorisation of the sections in the Operating Procedures and Amendments to the Articles of Association

Amendments to the Articles of Association

Decision-making body	Voting requirements	Formal requirements
Annual General Meeting	<ul style="list-style-type: none"> • Amendments to the purpose of the Association: four fifths majority of three fourths members present/represented • Other amendments to the Articles of Association: two thirds majority of three fourths members present/represented 	Publication in the annexes to the Belgian Official Gazette

Note: the Articles of Association shall always refer to the current version of the Operating Procedures. If any change is made to the Operating Procedures, the Articles of Association must be amended to reflect the amended Operating Procedures and the date thereof. Such a change to the Articles of Association will not require a full publication but must be communicated to the Registrar of the Court of Enterprises.

Amendments to the Operating Procedures

	Decision-making body	Voting requirements	Formal requirements
Simple changes	Board	<ul style="list-style-type: none"> • Simple majority or unanimous written decision 	Communicating amendments to the Operating Procedures to the members via email or the AmCham EU internal website
Major changes	Annual General Meeting	<ul style="list-style-type: none"> • Amendments to the purpose of the Association: four fifths majority of three fourths members present/represented • Amendments that affect the rights of the members, the powers of the bodies or the organisation and functioning of the General Meeting: two thirds majority of three fourths members present/represented 	Communicating amendments to the Operating Procedures to the members via email or the AmCham EU internal website

Note: the Articles of Association shall always refer to the current version of the Operating Procedures. If any change is made to the Operating Procedures, the Articles of Association must be amended to reflect the amended Operating Procedures and the date thereof. Such a change to the Articles of Association will not require a full publication but must be communicated to the Registrar of the Court of Enterprises.