



Rules of Procedure for AmCham Committees and AmCham Working Groups

1. INTRODUCTION

Effecting change in society requires open and constructive dialogue involving the business enterprise sector, the scientific community, the government, and civil society. Aware of this, AmCham Slovenia tries, through its diverse network of members from different sectors, to connect expertise and serve as a voice for Slovenian and international businesses. The purpose of AmCham advocacy is to contribute, with expertise and vision, to the shaping of a better business and living environment in Slovenia and to defend the interests of the business community.

Helping to put AmCham's advocacy program into effect are committees and/or working groups made up of representatives of AmCham Slovenia member companies who are experts in their fields.

Both the committees and the working groups act in the common interest of AmCham Slovenia members or individual sectors and do not represent the individual interests of a single member (AmCham Slovenia is not a lobbying organization).

2. AMCHAM ADVOCACY TOPICS

The overarching topics and priority areas of advocacy that guide activities for the current year are proposed by the Executive Office in conjunction with AmCham committees and working groups. If necessary, they are amended and given final approval by the AmCham Slovenia Board of Governors. The role of the AmCham Slovenia Board of Governors is to ensure that the aims of advocacy are congruent with the values, vision, and current strategy of AmCham Slovenia and in the best interest of members and the business community as a whole.

3. AMCHAM COMMITTEES

AmCham committees allow specific topics to be considered and addressed in a structured manner. AmCham committees can include representatives of AmCham Slovenia members.

3.1 Formation of AmCham committees

Any member of AmCham Slovenia may submit a proposal to establish a new committee, although this proposal must receive the support of at least five (5) other corporate or patron members of AmCham Slovenia. An application addressed to the CEO must be accompanied by a clearly set out proposal explaining why the committee in question is being established, why it is important, what problem it will address and what the role of the business community in the matter in question could be. The CEO forwards the proposal to the AmCham Slovenia Board of Governors, which approves the establishment of the committee with an ordinary majority of the votes of all who are entitled to vote.

A committee can also be established from a working group in cases where it becomes apparent that the latter covers an area requiring a long-term approach. The change of status (from working group to committee) is proposed to the CEO by at least three (3) members of the AmCham working group. The CEO then presents the proposal to the AmCham Slovenia Board of Governors, which approves the change of status. The AmCham Slovenia Board of Governors approves the change with an ordinary majority of the votes of all who are entitled to vote.

3.2 Work of committees

Committees define their plan of work and program at the end of each year for the coming year. The members of a committee can also propose a topic for discussion on an ad hoc basis during the course of the year (under the rules set out in Article 3.5.). Plans of work make it easier to plan and monitor the drafting and publication of AmCham Slovenia position papers. Plans of work are approved by the Advocacy Advisory Group.

The work of committees is monitored by the Advocacy Advisory Group.

3.3 Committee meetings

Ordinary committee meetings may only be attended by members of the committee. Other members of AmCham Slovenia and guests may attend at the invitation of the committee co-chairs or the Executive Office.

Committee meetings shall take place at least five times a year.

At the end of the year, committee members who have not attended meetings and who have not been heard from throughout the year shall be asked by the coordinator whether they wish to continue as active members. If they do not wish to continue their work on the committee, they will no longer be invited to meetings and will be removed from the list of committee members. A member can be reincorporated into a committee at any time by means of a written communication to the committee coordinator.

All materials, documents and initiatives prepared for the purposes of an AmCham committee and those prepared by committee members, coordinators or collaborators for the activities or projects of a committee shall be deemed the intellectual property of AmCham Slovenia.

3.4 Composition of committees

Only members of AmCham Slovenia can be members of a committee and work actively in it. The aim is to bring together members who have professional experience and expertise in a specific field.

Member companies of AmCham Slovenia can nominate their employees to an unlimited number of committees, although as a rule an individual should not be a member of more than three (3) committees. Member companies can include up to a maximum of five (5) representatives in a single committee.

If the AmCham Slovenia Board of Governors, the Advisory Group, the Executive Office, or the co-chairs or members of a committee are of the opinion that an individual member of the committee is harming the reputation and functioning of the committee, that member may, at the proposal of the co-chairs,

and following confirmation by 75% of all active members of the committee, be excluded from the committee.

In exceptional cases, external experts may also be members of a committee by special invitation, if the co-chairs or the Executive Office consider this to be appropriate.

3.5 Committee topics

The topics covered by a committee shall be defined in the annual plan of work. Topics can also be proposed by every member of the committee or a member of AmCham Slovenia who is not part of the committee but is invited to take part in the work of the committee. The member submits a proposal to the co-chairs and the Executive Office, together with an explanation of why the topic is one that it is important to address, what solution they propose and what the role of the business community can be in this. The committee then discusses the topic and accepts it if more than half the active members approve it or express interest in addressing it.

A topic can also be placed on the agenda by the Advisory Group and the Executive Office of AmCham Slovenia.

3.6 Position papers

Position papers are an important form of advocacy through which AmCham Slovenia presents its views and recommendations and coordinates the views and opinions of members. The drafting of a position paper is led by the co-chairs of committees (Article 5.2.) in conjunction with committee members, coordinators, and the Executive Office.

The topics covered by a position paper are defined in the plan of work of the committee (Article 3.2.). A topic may also be added on an ad hoc basis if it is proposed by a majority of members of the committee or the co-chairs, but in this case, it must be approved by the Executive Office following consultation with the Advocacy Advisory Group.

The final position paper is issued in the name of the committee as a whole and must have the agreement of 75% of those members who responded to the position paper within the predetermined deadline.

3.7 Responses to current and important events

A committee may, when it deems it necessary, respond by public letter to current important events related to the content it covers.

Such a public letter, drafted by the AmCham Slovenia Executive Office in collaboration with the members and co-chairs of the committee and sent in the name of the committee, is submitted to the full committee for approval before being sent. A public letter shall be sent out if it is supported by at least 75% of all those members of the committee who responded to the letter within the

predetermined deadline. The signatories of the letter may be, in this case, the committee, the co-chairs, the CEO of AmCham Slovenia and the President of AmCham Slovenia.

A public letter in the name of AmCham Slovenia, of which the signatory is, as a rule, the CEO of AmCham Slovenia, the President of AmCham Slovenia or the AmCham Slovenia Board of Governors, can only be approved by the Advocacy Advisory Group.

4. AMCHAM WORKING GROUPS

4.1 Formation and functioning of a working group

A working group may be formed if interest in doing so is expressed by the representatives of at least five (5) AmCham Slovenia member companies, but must be approved by the Advocacy Advisory Group.

A working group may also be formed at the initiative of the AmCham Slovenia Executive Office or the AmCham Slovenia Board of Governors.

A working group focuses on a narrower area or topic and its activity is of limited duration – for as long as its area of work remains relevant and meaningful. A working group shall cease to operate when its members or the Executive Office no longer see a need for it.

A working group may be transformed into a committee in cases where it becomes apparent that it covers an area requiring a long-term approach. The change of status (from working group to committee) is proposed to the CEO by at least three (3) members of the AmCham working group and the CEO presents the proposal to the AmCham Slovenia Board of Governors. The AmCham Slovenia Board of Governors then approves the change of status. The AmCham Slovenia Board of Governors must approve the change of status with an ordinary majority of votes.

5. AMCHAM SLOVENIA ADVOCACY ADVISORY GROUP

The work of AmCham committees is monitored by the Advocacy Advisory Group, which comprises four members:

- President of AmCham Slovenia,
- CEO of AmCham Slovenia,
- Chair of the AmCham Slovenia Investment Committee,
- A representative of the AmCham YOUNG platform (usually the president of the AmCham Young Leaders Club or a representative selected by the AmCham Young Leaders Club Executive Committee).

The Advocacy Advisory Group takes part in decisions on important advocacy positions of AmCham Slovenia at the proposal of the Executive Office. Decisions are adopted with a 75% majority. In the event that the members of the Advocacy Advisory Group consider that additional assessment is necessary, or the matter concerned is a critical one, the Advocacy Advisory Group shall consult the AmCham Slovenia Board of Governors about the decision.

5. LEADERSHIP OF COMMITTEES

AmCham committees can be presided over by two co-chairs, although an AmCham committee may also have a single chair.

5.1 Electing a committee chair

- The election of an AmCham committee chair takes place between 15 October and 10 November. The term of office begins on 1 January for a period of two years. Terms of office may be extended without limitation.
- Three to four weeks before the election, the coordinator of the AmCham committee invites all the members of the committee to put their names forward as candidates. Candidates must prepare a brief program with focus areas for a period of two years.
- As a rule, elections take place in the above period. If a committee chair resigns during their term of office for any reason (change of employment, other reasons), an election shall be held immediately or by no later than within two months of the resignation of the chair. The coordinator of the AmCham committee shall invite all committee members to put their names forward under the same procedure.
- When a committee is newly established, following the approval of the Board of Governors and a change in status from a working group, the chair or chairs shall as a rule begin their term of office on 1 January or 14 days after being elected.
- Every member of a committee or every representative of an AmCham Slovenia member company can stand as a candidate for committee chair. The only condition is that each presents their program and a brief action plan.
- Every member of the committee has one vote, which they can cast digitally or in writing. If there are two candidates (or multiple candidates in the case of the election of two chairs), members of the committee can cast a maximum of two votes. If there is only one candidate (or two in the case of the election of two chairs, meaning that both can be elected as chair), their election must have the agreement of at least one third of the members, who express this agreement by casting votes.
- Elections shall as a rule take place at an correspondence session.
- When the AmCham Board of Governors approves a committee for the first time, the coordinator of the AmCham committee invites all the members of the newly approved committee to put their names forward as candidates and present their programs. Elections are held after the candidate selection process. The candidate selection process and the election must take place no later than two (2) months after the approval of the committee by the AmCham Slovenia Board of Governors.

In the case of an AmCham working group, the members of the group themselves agree who is going to chair the group.

5.2. Role and responsibility of AmCham committee chairs

Committee chairs must always consult, coordinate and agree on all activities and work of the committee with the committee coordinator/Executive Office, which guarantees the realization of the interests of all members.

- Responsible committee chairs are of key importance for the functioning of committees;

- chairing an AmCham committee demands time, energy, and enthusiasm;
- each year, at the first meeting of a committee in its new composition, the chair must set out the aims of the committee and, by agreement with the committee members and the Executive Office, define the action plan of work;
- the chair shall plan and lead committee meetings and events connected to the committee;
- the chair shall liaise with other committee chairs when it comes to common topics;
- the chair shall assume the responsibility of leading the committee, set out its vision, and encourage the active participation of members;
- if there are two co-chairs, they shall share equal responsibility but must agree between each other who will cover what part of the committee's activity;
- the chair shall actively dedicate themselves to incorporating new members into the committee;
- the chair shall also present the views of the committee to the wider AmCham Slovenia membership;
- the chair shall promote transparency and rules.

Communication between the committee chair and committee coordinator/Executive Office:

- the committee coordinator/Executive Office shall coordinate and provide support, so that all processes run smoothly and that the interests of all members are represented;
- the chair shall liaise regularly and proactively communicate with the committee coordinator;
- the chair shall cooperate with the Executive Office in order to ensure the optimum use of resources (time, personnel);
- the chair shall be available to and shall respond quickly to the committee coordinator when key topics are involved.

Ongoing management of the preparation of a position document:

- the chair shall ensure that the process and coordination of the preparation of a position document is open, transparent, and efficient;
- the chair shall ensure that the position document guarantees a consensus of the majority of members;
- the chair shall set an agreed deadline for the preparation of the position document and ensure that it is met.

Promoting the positions of AmCham Slovenia to the general public:

- before every public appearance and public promotion of positions, the chair shall consult the committee coordinator/Executive Office;
- the chair shall appear and comment on current topics and present the positions of AmCham Slovenia in the media, at round-table discussions, in debates etc.;
- the chair shall coordinate and assist in the formulation of publications and comments connected to the work of the committee.

6. COMMUNICATION WITH THE EXTERNAL PUBLIC AND PRESENTATION OF THE POSITIONS OF AMCHAM SLOVENIA

Communication with the external public and presentation of the positions of AmCham Slovenia shall be carried out by members of the AmCham Slovenia Board of Governors, the CEO and, by prior

agreement with the Executive Office, the chairs or members of committees, and committee coordinators.

Interested parties shall be considered to include government institutions and bodies. In the case of public presentations or appearances in the name of AmCham committees, a prior agreement of the Executive Office shall be required.

All external communication must relate to the views and positions of AmCham Slovenia as a whole, in other words it must support the entire membership and not only separate committees. This increases the power of the message of AmCham Slovenia as an organization that takes account of the views of all its members.

Rules amended in February 2022.