



**CONSTITUTION OF  
THE EU-ASEAN BUSINESS  
COUNCIL**

## **CONSTITUTION OF EU-ASEAN BUSINESS COUNCIL**

### **1 NAME**

This Society shall be known as the “EU-ASEAN Business Council”, hereinafter referred to as the “EU-ABC”.

### **2 PLACE OF BUSINESS**

EU-ABC’s place of business shall be at ”52 Boat Quay, #04-01, Boat Quay Conservation Area, Singapore, 049841” or such other address as may subsequently be decided upon by the Executive Board and approved by the Registrar of Societies. The EU-ABC shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary. EU-ABC may have a branch or liaison office at the venue of the office of the ASEAN Secretariat and establish branch or liaison offices elsewhere within or outside Singapore. The EU-ABC may, with the approval of the Registrar of Societies, establish any number of branches it deems fit. Such branches shall be under the control of EU-ABC and shall function in accordance with the provisions of this Constitution and the rules made thereunder.

### **3 VISION AND OBJECTS**

#### **3.1 Vision**

The EU-ABC acts as the primary voice of European Businesses operating within ASEAN and to advocate for changes in policies and regulations which would help promote trade and investment between Europe and the ASEAN region.

#### **3.2 Principles**

The EU-ABC shall operate under the principles of subsidiarity, efficiency and cooperation. With regard to subsidiarity, this means that it acts only where action by one or more single European Chamber Member would be ineffective and the proposed action can by reason of the scale or mechanism be more efficiently and effectively achieved by working through the EU-ABC, as determined by the Executive Board. Reciprocally, any engagement on ASEAN-wide issues by European Chambers requires close coordination with the Secretariat of the EU-ABC as directed by the Executive Board.

#### **3.3 Role of the EU-ASEAN Business Council**

The role of the EU-ABC is to:

- Undertake advocacy in ASEAN on behalf of its members (MNCs, European Chamber Members and Associate Members), including, but not limited to, engaging European and ASEAN government agencies (the European Commission, ASEAN Secretariat,

European Institutions and ASEAN Member States, etc.), business groups and related parties by promoting, supporting, anticipating or addressing key policies, laws, regulations or developments which is affecting or has the potential to affect its Members. The EU-ABC shall advocate on sectoral or cross-sectoral issues and not on individual company issues.

- Identify through regional sectoral or cross-sectoral working groups the key regulatory issues and barriers that affect or may affect European businesses operating and investing in the ASEAN region; potential enhancements in the regulatory framework of ASEAN and/or its Member States and European policies that impact on the Europe-ASEAN relationship; collect relevant information; and, develop and agree on the strategies accordingly to seek to mitigate or remove such impediments, focusing on key market access issues as well as provide inputs to Preferential Trade agreements, ASEAN regional initiatives, and initiatives between Europe and the ASEAN region.
- Build networks and develop awareness within ASEAN and Europe and organising relevant events, including:
  - Building relations with other ASEAN focused organisations;
  - Supporting ASEAN awareness in Europe in collaboration with relevant organisations and Industry Associations in Europe;
  - Organising the yearly ASEAN-EU Business Summit in collaboration with local ASEAN member states and local European Chambers whenever possible;
  - Organising other key EU-ASEAN business events again in collaboration with relevant local European Chambers whenever possible;
  - Cooperating and coordinating actions with European Projects executors or other relevant organisations when it is in the interests of the EU-ABC to do so.
- Support local European Chambers on FTA negotiations and key regulatory issues (without prejudice to the Chambers' autonomy), seeking alignment on policy positions as far as is reasonably practical.

Where applicable, the Vision set out in Clause 3.1 above may be carried out with the cooperation of the European Chambers of Commerce in ASEAN (hereinafter named "European Chambers" or "European Chamber Members"), which compose its membership.

The Society shall not engage in activities outside Singapore which are not in accordance with the laws of the foreign country.

## **4 MEMBERSHIP**

The EU-ABC membership is composed of Multinational Corporations (MNCs), European Chambers and Associate members.

### **4.1 Multinational Corporation (MNC) Membership**

Subject to approval by the Executive Board, MNC membership in EU-ABC shall be open to companies which are, or whose parent company, is headquartered in a member state of the

European Union or European Free Trade Association (EFTA) or European Customs Union or a country that was at any time a member state of the European Union or European Free Trade Association or European Customs Union, which have direct operations (e.g. distribution, marketing) in the ASEAN region; and are members of at least two European Chambers which are themselves EU-ABC members. The annual global turnover of the MNCs should be above Euro 100,000,000. The Executive Board can grant exceptions to these requirements and establish additional rules and requirements of membership. All parent and subsidiary companies, or affiliated companies, under substantially the same control or management shall be considered as a group and shall be considered as a single member.

The EU-ABC shall seek, as far as is reasonably practical, balance in its membership, members/companies both originating from within the various EU Member States and operating in the various industry sectors.

MNC members will be automatically members of the General Assembly, entitled to vote in that forum and have the responsibility to contribute to the general budget of EU-ABC and any special projects. MNC members shall have the right to hold office in EU-ABC. MNCs shall be represented by their regional CEO or other employee as delegated by the regional CEO.

MNC members may work with Secretariat to, inter alia:

- Organise and lead sectoral and cross-sectoral working groups on substantive issues where MNCs membership is interested and, with the support of the Secretariat of the EU-ABC, produce position papers on regulatory or public policy issues;
- Encourage the involvement the relevant sectoral or cross-sectoral working groups of the local European Chambers, or their chair persons, on positions in order to harmonise actions on local and ASEAN basis;
- Develop policy positions and coordinate local advocacy positions.
- Working with the Secretariat of the EU-ABC, develop ideas for programmes, activities, events etc. which can further the interests of European businesses operating in the ASEAN region

MNCs will fund the budget of EU-ABC and determine on an annual basis by simple majority (half the votes plus one) the membership fees of MNCs and the budget on the basis of a proposal by the Executive Board.

Each MNC will appoint a contact person for the EU-ABC.

Membership fees must be paid within 60 days of the date of invoicing of the fee to the EU-ABC Bank Account or will be considered “late”. A payment is not deemed to be “late” if the MNC member is able to prove that the payment has been effected to the EU-ABC bank account on time, or that the payment is being processed through their relevant vendor management systems.

If the Membership fee is not effected to the EU-ABC bank account after three subsequent reminders have been served on the MNC member within a period of three months following the due date, the Society has the right to terminate the membership of such member. The decision on the termination of membership is made by the Executive Board by simple majority in accordance with Point 4.5 of this Constitution. Any membership rights as provided in this Constitution will be suspended until the member fee is effected to the EU-ABC bank account

and/or a decision about the termination of membership is still outstanding.

An MNC Member of the EU-ABC is considered a member until or unless its membership has been terminated by the Executive Board, or until the Member has resigned by written notice to the Chairperson of the EU-ABC and copy to the Executive Director. If an MNC Member does not wish to continue its membership into a new financial year, it must provide its resignation letter by no later than 30<sup>th</sup> November of the previous year, otherwise the MNC member will be liable for full MNC membership fee for the subsequent year.

#### **4.2 European Chamber Membership**

European Chamber membership in EU-ABC shall be restricted to European business organisations which are recognised as representing the European business interests by the EU Ambassador / Head of Delegation in that ASEAN country.

Local European Chambers will be automatically a member of the General Assembly, entitled to vote in that forum. European Chamber members shall have the right to vote and to hold office in EU-ABC.

Each European Chamber Member shall appoint one representative to the EU-ABC in accordance with its own statutes, and at their discretion an alternate representative, both of whom must be one of its Board Members.

The EU-ABC will be working in close relationship with the European Chamber Members whose role is focusing on:

- Advocacy on:
  - Local market access issues;
  - Bilateral relationships with local authorities;
  - Relationship with local EU Delegation and European Union Member State Embassies;
  - Relationship with Brussels and EU capitals on country related issues;
  - Local sectoral and cross-sectoral working groups;
  - National FTA negotiations;
- Local networking and relationships with EU Member States chambers, business groups and other groups;
- Business activities such as business delegations between country and EU and local SME support initiatives, European funded projects and other activities;
- Production of position papers and organisation of sectoral and cross-sectoral working groups; and
- Other local activities as determined by the European Chamber Members themselves.

The European Chambers and EU-ABC will seek to coordinate regularly with each other to ensure consistency of messages across the region.

Each European Chamber Member advocates within the local context and represents the EU-ABC at the local level as appropriate and as such should support reasonable requests from the EU-ABC on the development of regional advocacy positions.

European Chamber Members do not have any responsibility to contribute to the general budget of EU-ABC but contribute through in kind contributions (such as support from their secretariat) and may contribute to special projects on an ad hoc basis as agreed by the Executive Board. The European Chamber Members will in particular contribute free of charge and to the best extent of their resources to reasonable requests from the EU-ABC and promote the EU-ABC locally as appropriate. They will also, in accordance with local government policy, play a pro-active role during the period when the ASEAN Presidency is held in their respective countries and allocate specific resources to that end.

Notwithstanding the provisions above, European Chamber Members may respond to requests for proposals and tenders issued by the EU-ABC for external support and consultancy work and be paid by the EU-ABC for any contracts that may flow from those requests for proposals or tenders should the European Chamber Member be successful in its bid. For the avoidance of doubt, there is no obligation on EU-ABC to award contracts to the European Chamber Member should they submit a proposal or tender to the EU-ABC.

#### **4.3 Associate Membership**

Subject to approval by the Executive Board, associated membership is open to multinational organisations, and other partners of worth with activities in Europe or ASEAN. Associate members are entitled to receive annual updates on the work of the EU-ABC through an annual report by the Chairperson. They are entitled to attend meetings of the General Assembly upon invitation of the Chairperson and be involved in the EU-ABC general activities. The funding responsibilities and the number and type of Associate Membership categories shall be decided by the Executive Board. Associate members shall have no right to vote or to hold office in EU-ABC.

#### **4.4 Application for Membership**

Applications for MNC membership, European Chamber membership and Associate Membership shall be submitted in writing to the Chairperson and/or the Secretariat of the EU-ABC, who shall present it to the Executive Board for approval.

#### **4.5 Termination of Membership**

Any Member (MNC Member, European Chamber Member or Associated Member) shall notify the Chairperson in writing of its resignation from the EU-ABC. Resignations shall be effective immediately, from the date of notification. The member shall still be required to settle immediately all dues committed to for the entire financial year in which the resignation is to be effective.

The Executive Board may terminate membership in case:

- The member no longer possesses the required qualification;

- The member commits a serious breach of the Constitution or By-Laws of the EU-ABC;
- Non-payment of dues after three subsequent reminders have been sent in writing within a period of 3 months.

The member whose membership is about to be terminated shall be heard by the Executive Board, prior to termination. A member expelled may within one month of the notification of his expulsion, appeal to the General Meeting of members against the decision of the Executive Board. The decision of the General Meeting shall be final.

## 5 GENERAL ASSEMBLY, SUPERVISORY BOARD AND EXECUTIVE BOARD

The general management and operation of the EU-ABC shall be arranged and managed by the General Assembly (also known as the General Meeting), the Executive Board, the Supervisory Board and EU-ABC Secretariat. The administration of the EU-ABC shall be entrusted to an Executive Board.

The supreme authority of EU-ABC is vested in the General Assembly of the members.

### 5.1 General Assembly

**Composition:** All members of the EU-ABC, including representatives from MNC and European Chamber Members, but excluding Associate Members.

**Meetings:** The Annual General Assembly shall meet at least once a year within six months of the end of the financial year, at a time and place to be decided by the Chairperson. Special meetings (“Extraordinary General Assembly”) may be called by the Chairperson or by at least 10% of the MNC members or by four European Chamber Members. At least three (3) weeks’ notice shall be given of an Annual General Assembly and at least ten (10) days’ notice of an Extraordinary General Assembly. The notice must contain the date, time and place of the meeting. The particulars of the agenda shall be provided together with the notice. Depending on the agenda of the meeting, the Chairperson may invite others to join the meeting or parts of the meetings as observers.

At the discretion of the Chairperson, the Annual General Assembly or Extraordinary General Assembly may be held either physically or electronically, or a combination thereof.

**Convocation:** Each meeting shall be convened in writing or by electronic means observing a notice period of at least three weeks, unless this requirement is waived by all members of the EU-ABC entitled to vote. The convocation shall be accompanied by the agenda and copies of all documents that are relevant to the matters to be discussed (including, in the case of proposals for appointment or election of members to the Executive Board, biographical information). Proposals by members shall be included in the agenda of the meeting if said proposals have been submitted in writing to the Executive Board at least one week prior to the date of meeting.

If the Executive Board does not within two (2) months after the date of receipt of the written request proceed to convene an Extraordinary General Assembly, the members who requested for the Extraordinary General Assembly shall convene the Extraordinary General Assembly by giving ten (10) days’ notice to voting members setting forth the business to be

transacted and simultaneously posting the agenda on EU-ABC's website.

**Decision making:** All decisions of the General Assembly are made by a qualified majority voting (i.e. one member, one vote, and requires at least half of the votes present or represented by proxies in writing within both European Chamber Members and MNCs plus one vote which can be from either groups). Associate members cannot vote. A quorum of over half of the voting membership shall be required to be present, or represented by proxies in writing, in order for the General Assembly to take an effective decision. Only proposals that are part of the distributed agenda can be decided upon, unless this requirement is waived by all members of the Executive Board. In the event of there being no quorum at the commencement of the General Assembly although notice has been given to the members in due form, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present members shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

Voting by electronic means is permitted, so long as the identity of the member casting the vote can be verified by the Secretary and the Executive Director.

**Responsibilities:** The responsibilities of the General Assembly include to:

- Elect the Chairperson;
- Appoint the Executive Board Members on the basis of votes cast by each sub-group (5 for MNCs including the Treasurer, 3 for the European Chamber Members);
- Approval of annual report and annual accounts;
- Appointment of auditors and liquidation;
- Be informed of the budget by the Executive Board.

## 5.2 Executive Board

**Composition:** The Executive Board shall consist of nine members - five representatives of MNC Members, three representatives of European Chamber Members and one Chairperson to fill up the positions of a Chairperson, a Treasurer, a Secretary, two Vice-Chairpersons and four general Board members. The term of office of the Executive Board is two years. The Chairperson shall represent the Executive Board. In case of absence, he may appoint another Executive Board member as substitute for a limited period of 90 days subject to approval by the Executive Board.

Should either an MNC representative or a European Chamber Member representative to the Executive Board (the Representative) fail to be present during three consecutive meetings of the Executive Board, unless it is determined by the Executive Board that there were extenuating circumstances preventing attendance and that it was a temporary situation, he or she shall be considered to have resigned. In such case, the vacancy shall be filled by appointment of another person in accordance with Article 5.2 for the remainder of the term of office,



provided always that the required selection by the meeting of the membership category may take place by electronic means (and electronic voting may also be permitted) and no General Assembly shall be required for the vacancy to be filled. This procedure will also be followed if the Representative resigns prior to expiry of the term of his office.

#### **Elections:**

- The MNC representatives are to be selected by a majority vote of MNC Members in the General Assembly (i.e. for three positions the three candidates with the most votes win). If voting results in a draw for any position, multiple rounds of voting are to take place until all positions have been filled, with the candidate receiving the lowest votes in any round to be eliminated from subsequent rounds. Candidates can vote for themselves. The voting methodology to be adopted shall be determined by the Executive Board and communicated clearly in the notice of the meeting.
- The European Chamber Members' representatives are to be selected by a majority vote of European Chamber Members in the General Assembly (under the same parameters as for MNCs). Candidates can vote for themselves. The voting methodology to be adopted shall be determined by the Executive Board and communicated clearly in the notice of the meeting.
- The Chairperson is to be selected by a majority vote of MNC and European Chamber Members in the General Assembly. However, the winning candidate must have at least half the votes of those present from European Chambers Members and half the votes of those present from MNCs. If voting results in a draw or if the threshold is not met, multiple rounds of voting are to take place until the position has been filled. The candidate receiving the lowest votes in any round is to be eliminated from subsequent rounds. The voting methodology to be adopted shall be determined by the Executive Board and communicated clearly in the notice of the meeting.
- Prospective members of the Executive Board may only stand for election if the MNC Member of European Chamber Member they are representing has been a member of the EU-ABC for at least one full calendar year.

**Meetings:** The Executive Board shall meet in person at least once a year at a time and place to be decided by the Executive Board and at least every two months by teleconference or video-conference. Special meetings may be called by the Chairperson. Depending on the agenda of the meetings, the Chairperson may invite others to join the meetings or parts of the meetings, but shall seek prior consent from the Executive Board.

**Convocation:** Each meeting shall be convened by or on behalf of the Chairperson in writing or by electronic means observing a notice period of at least three weeks, unless this requirement is waived by all members of the Executive Board. The convocation shall be accompanied by the agenda and copies of all documents that are relevant to the matters to be discussed. Proposals by members of the Executive Board shall be included in the agenda of the meeting if said proposals have been submitted in writing to the Executive Board at least one week prior to the date of meeting.

**Decision making:** All decisions of the Executive Board shall be made by a qualified

majority (i.e. at least five votes in favour with at least one vote from an MNC representative and one vote from a European Chamber Member representative) unless otherwise stated in this Constitution. A quorum of at least a majority of all Executive Board members shall be required in order for the Executive Board to make an effective decision. Only proposals that are part of the distributed agenda can be decided upon, unless this requirement is waived by all members of the Executive Board. Minutes of the meeting shall be approved by a vote of the Executive Board at the subsequent meeting.

**Responsibilities:** The authority given to the Executive Board is to be the Executive decision-making body, taking all decisions that are not explicitly entrusted to another body. The Executive Board can delegate its tasks to any of its members without prejudice to the Executive Board's overall joint responsibility. The Executive Board will review and approve the position papers of EU-ABC. Notwithstanding their respective affiliations to their corporate or European Chamber positions, Executive Board Members must always exercise their fiduciary duties in the best interests of the EU-ABC.

Other than in the manner as referred to above, the meeting of Executive Board may also be held through teleconference, video conference or other electronic media facilities which enable the participants of the meeting to directly communicate with each other and to participate in the meeting.

### 5.3 Supervisory Board

**Composition:** The Supervisory Board shall consist of an equal number of representatives from MNC Members and European Chamber Members. The total number of representatives shall be double the number of European Chamber Members of EU-ABC. An individual or an MNC Member cannot be at the same time a member of the Executive Board and of the Supervisory Board.

**Elections:** Each European Chamber Member's representative shall be appointed to the Supervisory Board. The MNC mechanism for membership (election or otherwise) shall be decided by the MNCs by simple majority. Others can be invited to join meetings as observers (i.e. non-voting) by the Supervisory Board.

**Meetings:** The Supervisory Board shall meet twice a year, at a time and place to be decided by the Supervisory Board. Special meetings may be called by the Chairperson. Depending on the agenda of the meetings, the Chairperson may invite others to join the meetings or parts of the meetings, subject to consent by the members of the Supervisory Board.

**Convocation:** Each meeting shall be convened in writing or by electronic means observing a notice period of at least three weeks, unless this requirement is waived by all members of the Supervisory Board. The convocation shall be accompanied by the agenda and copies of all documents that are relevant to the matters to be discussed.

**Decision making:** All decisions of the Supervisory Board are made by a qualified

majority (i.e. one member, one vote, and requires at least half the votes of present within both European Chamber Members and MNC members plus one vote which can be from either groups). A quorum of at least a majority of all potential voting Supervisory Board members shall be required in order for the Supervisory Board to make an effective decision. Only proposals that are part of the distributed agenda can be decided upon, unless this requirement is waived by all members of the Executive Board.

**Responsibilities:** The responsibilities of the Supervisory Board include:

- Receive reports from the Chairperson and Executive Board and offer strategic direction and guidance on future plans;
- Provide a platform for discussion and sharing of information;
- Advise the Executive Board on the formation and work of regional working groups;
- Approve by qualified majority any substantive balance sheet changes.

## **6 OFFICERS AND DUTIES**

### **6.1 Chairperson**

The Chairperson shall be a CEO or other authorised officer of an MNC Member (or the regional subsidiary) or the Chairperson or President of a European Chamber Member. An alternative Member Representative as Chairperson must be endorsed by all the other members of the Executive Board. Any permanent vacancy of Chairperson shall result in a new election by the General Assembly within 90 days of the occurrence of the vacancy.

The term of Chairperson shall be two years. He cannot be re-elected for more than two consecutive terms. The mandate of the Chairperson shall be terminated if he or she is no longer an employee of his or her Member Company or Head of the respective European Chamber Member, as applicable.

The responsibilities of the Chairperson include to:

- Represent the Executive Board on all matters approved by the Executive Board;
- Chair the Executive Board, Supervisory Board as well as the General Assembly, provided that in absence of the Chairperson for any reason, the relevant meeting shall decide on the Chairperson;
- Conduct advocacy with European and ASEAN authorities at Ministerial level under guidance by the Executive Board;
- Propose staff appointments and remuneration to the Executive Board;
- Instructs the Executive Director and leads the Executive Board;
- Work under the delegated powers from the Executive Board;
- Report regularly to the Supervisory Board on the activities of the EU-ABC.

## **6.2 Vice-Chairpersons**

The Vice-Chairpersons shall assist the Chairperson and one of them shall deputise for him in his absence. The Chairperson shall appoint the Vice-Chairpersons, subject to the endorsement of the Executive Board.

## **6.3 Secretary**

The Secretary shall:

- (i) ensure that all records, except financial records, of the EU-ABC are properly maintained;
- (ii) attend meetings, ensure the proper recording of the decisions of the Board and General meetings and that accurate minutes of those meetings are taken;
- (iii) be responsible for keeping accurate and up-to-date records of members of the EU-ABC;
- (iv) ensure that minutes of all Board and General Meetings are appropriately stored and retained.
- (v) ensure the submission of the annual return to the Registry of Societies;
- (vi) keep the EU-ABC seals as instructed by the Executive Board

## **6.4 Treasurer**

The Chairperson nominates one of the MNC Members of the Executive Board as the Treasurer, for approval by the MNCs by simple majority. The role and responsibilities of the Treasurer include preparing, presenting to the Executive Board, and monitoring the implementation of the budget, including:

- Have custody of the funds and assets of the EU-ABC, and take care of all appropriate accounting procedures, in line with local rules and regulations, under the supervision of the Executive Board;
- Prepare an annual financial report before the end of the financial year to the Executive Board, as a basis for the budget of the coming financial year;
- Prepare other financial reports when so instructed by the Executive Board;
- Assist the Chairperson in preparing the budget, manage remittances for the Secretariat and oversee the collection of membership contributions;
- Present regular updates on the financial position of the EU-ABC for review by the Executive Board;
- Send reminders on any outstanding payments;

The Treasurer may not serve more than two consecutive two-year terms.

## **6.5 Executive Director**

The Executive Board shall decide on the appointment and termination of the Executive Director. The Executive Board shall review the performance of the Executive Director and make decisions on renewals or terminations of such positions at Executive Board meetings. The salary or retainer fee, contractual arrangements and total remuneration package of the Executive Director shall be determined by the Chairperson, subject to approval by the Executive Board. The Executive Director shall report directly to the

Executive Board and be under the supervision of the Chairperson. The Executive Director shall be based in the Headquarters of the EU-ABC and shall have no right to vote.

The responsibilities of the Executive Director include:

- Coordination of priority projects/subjects as defined and agreed by the Executive Board, and regular engagement and dialogue with all relevant stakeholders: the European Commission, the ASEAN Secretariat, European and ASEAN Member governments and their agencies, MNC Members, European Chamber Members, etc.;
- Analysis of the legal and regulatory environment, recommending courses of action to the Executive Board; drafting position papers, consensus-seeking among the Executive Board, MNC Membership and European Chamber Members' respective sectoral and cross-sectoral working groups on position papers;
- Compilation of regular updates and activity reports to the Executive Board;
- Coordination of positions between ASEAN level working groups and European Chamber Member working groups (without prejudice to their respective autonomy);
- Supporting and facilitating inter-chamber and business communication and exchange of information;
- Within reason supporting sectoral and cross-sectoral working groups of European Chamber Members (taking into account resources) to help produce quality content of position papers;
- Reporting on work undertaken to the Supervisory Board and General Assembly during their meetings;
- Facilitation of meetings between EU-ABC and government authorities of ASEAN and EU as well as other relevant stakeholders;
- Attending the Executive Board meeting upon invitation from the Chairperson.
- Preparation of minutes of meetings of the Executive Board, Supervisory Board and General Assembly under the supervision of the Chairperson and Secretary;
- Together with the Treasurer, the preparation of the annual budget for the consideration of the Executive Board, and the maintenance of accurate financial records
- Liaise with the Registry of Societies and other relevant statutory bodies to ensure that all statutory reporting requirements are met.

The Executive Director shall not work in the name of the EU-ABC on matters not relating to the EU-ABC. When the Executive Director has to work for any parties in the name of the EU-ABC, the Executive Director will inform the Executive Board in advance and require approval of the Executive Board.

The work description, duties, annual objectives of the Executive Director, annual evaluation and incentives shall be specified by the Executive Board by no later than the end of the first quarter of each financial year.

At the discretion of the Chairperson, the Executive Director position may also be known as the Chief Executive Officer.

## **6.6 Other Staff of the EU ABC**

The Executive Board shall decide on the recruitment of all staff and the hiring of any external consultants. The Executive Director shall review the performance of the staff and any external consultants each year and make recommendations on renewals or terminations of such positions at Executive Board meetings. The Executive Board shall make such appointments or terminate them by a two-thirds majority vote.

The salary or retainer fee, contractual arrangements and total remuneration package of the staff and external consultants shall be determined by the Executive Director, subject to approval by the Executive Board. The staff shall report directly to the Executive Director under the supervision of the Chairperson and Executive Board. The staff shall be based in the premises of the EU-ABC or hosted by one of the European Chamber Members, or elsewhere as agreed by the Executive Board.

The staff will be tasked and managed by the Executive Director, and be primarily responsible for the following key deliverables:

- Research and writing of materials for the EU-ABC;
- Organising the meetings of the Executive Board and General Assembly; circulating position papers, and information before those meetings;
- Coordinating position papers for the individual sectoral and cross-sectoral working groups. Tracking and circulating committees' papers. Acting as secretariat for the working groups;
- Tracking of key policy initiatives of ASEAN and ASEAN Member States, the European Union and European countries and disseminating information to EU ABC members.

## **6.7 Remuneration of Officers**

The Chairperson, Executive and Supervisory Board members shall not receive any compensation of any kind from the EU-ABC for their roles.

## **7. AUDITORS AND FINANCIAL YEAR**

A firm of Certified Public Accountants (in Singapore) shall be appointed as Auditors at each Annual General Assembly on the proposal of the Executive Board as stated under Point 5.1 for a term of one year and shall be eligible for re-appointment for a maximum of three consecutive years.

The responsibilities of the Auditors include:

- To audit each year's accounts and present a report upon them to the Annual General Assembly;
- To audit the Society's accounts for any period within their tenure of office at any date and make a report to the Executive Board upon request.

The income and property of the EU-ABC whensoever derived shall be applied towards the promotion of the objects of EU-ABC as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the EU-ABC or to any of them or to any person claiming through any of them.

## **7.1 FINANCIAL YEAR**

The financial year shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **8 EXPENSES AND BUDGET**

The Chairperson and Treasurer shall jointly review the annual expenses, and present a budget proposal to the Executive Board and MNCs for the next financial year before the end of each financial year.

There are two types of contributions – financial and in kind. The MNCs shall approve by simple majority the financial contributions of MNCs on an annual basis. In kind contributions shall be approved by the Executive Board by qualified majority.

The budget, as approved by the MNC Membership, shall be circulated to each MNC and European Chamber Member in writing for their information. At the first meeting of the Executive Board in each financial year, the Chairperson and Treasurer shall present the expenses for the last financial year for review, as well as the budget of the current year.

## **9 AMENDMENTS**

EU-ABC shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a General Assembly or Extraordinary General Assembly and with the consent of two-thirds (2/3) of the voting members present. Any amendment(s) shall be proposed by at least three European Chamber Members and three MNC Members.

## **10 DISPUTE RESOLUTION**

In the event of any dispute arising amongst EU-ABC members, they shall initially seek to reach a resolution through mediation with the Chairperson. Failing resolution through that process they shall attempt to resolve the matter at an Extraordinary General Assembly in accordance with clause 5.1 of this Constitution. All members are obliged to resolve the matter in accordance with the Vision and Objects of the EU-ABC as outlined under clause 3 of this Constitution to their best efforts. Should the members fail to resolve the matter, they may bring the matter to an arbitral or court of law for settlement.

## **11 INTERPRETATION**

In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Board shall have power to use their own discretion. The decision of the Executive Board shall be final unless it is reversed at a General Assembly of members.

## 12 PROHIBITIONS

**Gambling:** Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the EU-ABC's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

**Use of funds:** The funds of the EU-ABC shall not be used to pay the fines of members who have been convicted in court of law.

**Trade Union Activities:** The EU-ABC shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

**Political Activities:** The EU-ABC shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

**Lottery:** The EU-ABC shall not hold any lottery, whether confined to its members or not, in the name of the EU-ABC or its office-bearers, Executive Board or members unless with the prior approval of the relevant authorities.

**Fundraising:** The EU-ABC shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

**Anti-trust:** The EU-ABC and each of its members shall conduct all their business, meetings and other affairs in strict compliance with applicable antitrust and trade regulation laws. Membership in the EU-ABC must not be used to further unlawful agreements or to facilitate collusions, in particular between such members that are actual or potential competitors on any relevant market; it is the responsibility of each member to instruct its EU-ABC representative(s) accordingly. Any violation of this section is unequivocally contrary to EU-ABC policy and is cause for membership expulsion.

**Anti-Corruption & Anti Bribery:** The EU-ABC and each of its members shall, in the course of conducting all their business, meetings and other affairs, (a) comply with all applicable anti-bribery and anti-corruption laws and regulations, (b) not offer any bribe or facilitation payment to any public official or other person and (c) not knowingly do anything that may cause the EU-ABC or its Members to breach any anti-bribery or anti-corruption law. Any violation of this section is unequivocally contrary to EU-ABC policy and is cause for membership expulsion.

## 13 VISITORS AND GUESTS

Visitors and guests may be admitted into the premises of EU-ABC but they shall not be admitted into the privileges of the EU-ABC. All visitors and guests shall abide by the EU-ABC's rules and regulations.



## 14 DISSOLUTION

EU-ABC shall not be dissolved, except with the consent of not less than two-thirds (2/3) of the total voting members of the EU-ABC for the time being resident in Singapore expressed, either in person or by proxy, at a General Assembly convened for the purpose.

In the event of EU-ABC being dissolved as provided above, all debts and liabilities legally incurred on behalf of the EU-ABC shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Assembly of members may determine. No member of the EU-ABC shall be liable for any deficit.

A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies. This Certificate is to be issued by the Executive Board.

**END**