

**EECS Rules
Subsidiary Document**

AIB-EECS-SD16

Internal Rules

External Affairs Unit

Date 07/12/2020

Table of Content

Article 1 – Scope of the Internal Rules.....	2
Article 2 – Members of the EAU	2
2.1. EAU Membership	2
2.2. Status of Observers	2
Article 3 – Meetings of the External Affairs Unit	3
3.1. Convening of the meetings	3
3.2. Member Representation and meeting participants	4
3.3. Responsibilities and competence	4
3.4. Decision making	4
Article 4 – Election of the Chairs.....	4
Article 5 – Nomination of Representative to the Board by EAU.....	5
Article 6 – Voting Rights.....	5
Article 7 – Miscellaneous Provisions.....	5

Article 1 – Scope of the Internal Rules

1.1. In accordance with Article 10.4 of the Articles of Association, these Internal Terms of Reference, including Rules of Operation, define practical and technical matters and procedures governing the internal operations and decision making of the External Affairs Unit (EAU). These Internal Terms of Reference also define the interaction between EAU and the other organs and bodies of the AIB.

Should there be a difference in interpretation between the Articles of Association and the Internal Rules, the former shall prevail.

Once approved by the Board, the Internal Terms of Reference shall take effect and each Scheme Member and Scheme Observer shall be responsible for compliance with these Internal Terms of Reference.

Unless otherwise specified, words and expressions used herein shall have the same meanings as in the Articles of Association of AIB and the EECS Rules.

Article 2 – Members of the EAU

2.1. EAU Membership

2.1.1. Membership of the External Affairs Unit is voluntary and open to all AIB-members of one or more EECS Schemes. Members may delegate one or more representative(s) to the EAU.

2.2. Status of Observers

2.2.1 Membership of the External Affairs Unit is also open to Issuing Bodies that have been accepted as Scheme Observer to one or more of the EECS Schemes. Issuing Bodies with Observer-status may delegate one or more representative(s) to the EAU.

Article 3 – Meetings of the External Affairs Unit

3.1. Convening of the meetings

3.1.1 The External Affairs shall convene at least four times a year, in person or via teleconference. Meetings are as much as possible aligned with General Meetings. A member of AIB Secretariat will attend the meeting and maintain the minutes.

3.1.2 The chair of the External Affairs Unit or a member of the AIB Secretariat will send out notification for meetings, which shall include the date, time and location (in case the meetings is *not* a telephone conference or a meeting in any other digital format) of the meeting, the agenda set by the chair in cooperation with the EAU-members, (draft) decisions and any other relevant information to enable EAU-members to participate in the unit's meeting.

3.1.3 At least seven (7) calendar days prior to a meeting, the chair or a member of the AIB Secretariat will prepare and send (or publish on the website) to all member representatives a set of meeting papers comprising the agenda and any other relevant document(s).

For that purpose, all papers, documents, presentations, etc. will be submitted to the chair within the following deadlines:

- Decision papers at least ten (10) calendar days before the meeting at which they are to be considered for approval. Decision papers that are submitted to the chair later than ten (10) calendar days prior to the meeting are only accepted for approval by the meeting subject to gaining the unanimous support of the votes present or represented;
- Discussion papers at least seven (7) calendar days before the meeting at which they are to be discussed. Discussion papers that are submitted to the chair later than seven (7) calendar days prior to the meeting are only accepted for discussion subject to gaining the support of the simple majority of the votes present or represented;
- All other (information) papers, documents, presentations etc. etc. at any time before the meeting at which they are to be considered.

The deadline for submission of documents is the same for physical meetings and teleconference meeting/electronic voting.

3.1.4 The agenda for the meetings set out in Article 3.1.2 shall be made available to each Member at least seven (7) calendar days before the meeting and shall indicate whether an item is submitted for information, for discussion or for decision. The agenda may be amended at a meeting by a simple majority decision of all participant Members.

3.1.5 Attendance of a meeting may also be achieved by telephone conference or any other (digital) meeting format, on condition that all Members can be identified, can follow the debate and can express their opinions in real-time.

3.1.6 After a non-physical meeting Members may be asked to confirm their opinions, vote(s) etc. by approving the minutes or sending the confirmation to the chair within two (2) weeks after first publication of the minutes.

3.1.7 Any Member that is unable to attend the meeting may send its own vote(s), remarks, etc. to the chair in advance of the meeting, in any written form.

3.1.8. Within three (3) weeks after the meeting, the Secretariat shall prepare a set of minutes comprising the list of Members with the names of representatives attending, the decisions

that have been adopted and points of information given. These minutes shall be distributed to all Members by publishing them on the website. Members shall have two (2) weeks to provide comments on draft minutes, and final minutes are to be published on the website within 1 week thereafter. The original copy of the minutes shall be retained by the Secretariat.

3.2. Member Representation and meeting participants

3.2.1 Each member of AIB, including members with Observer-status, may appoint one or more representatives to the External Affairs Unit. Appointment of a representative shall happen by means of a written notice to the Secretary General and shall take effect on receipt of such notice.

3.2.2 AIB Members, including members with Observer-status, can request that somebody else than the representatives attends the meeting with prior notice and approval by the Chair. The Chair may invite relevant external parties (such as experts or consultants) to the meeting.

3.3. Responsibilities and competence

3.3.1 In case duties, responsibilities, competences etc. of EAU-members are not addressed in the Internal Terms of References, the Delegation Matrix is leading.

3.4. Decision making

3.4.1 Decisions shall be adopted by a simple majority of the votes exercised by Members that are present or represented at a meeting of the External Affairs Unit.

3.4.2 The meeting may provide options for making decisions by telephone conference, any digital meeting format or any other appropriate means. Any documentation that the Members should examine in order to be capable of exercising their votes will be published in advance in accordance with Article 3.1.

3.4.3 In between meetings, it is possible for the External Affairs Unit to take decisions by electronic voting. Electronic voting will take place by email or by means of an online voting platform permitting single choice and revealing the identity of the voter where permitted by the Articles of Association.

Article 4 – Election of the Chairs

4.1 The chair of the External Affairs Unit issues a call for candidates for the chair election one (1) month before the new appointment and sends a notification to the Secretariat to conduct the procedure.

4.2 Nominations for the Chair of the External Affairs Unit shall be submitted by the EAU members to the Secretariat and Chair at least fifteen (15) calendar days in advance of the election date. Candidates for this position shall be chosen amongst the Members of the External Affairs Unit according to article 3.2.

4.3 The elections shall take place (at the latest) one month before the term of office of the outgoing chair ends.

If there is more than one candidate, election shall take place by secret ballot.

The candidate who receives most of the votes exercised by Members that are present or represented at an External Affairs Unit meeting is elected as chair. If there is only one candidate, no election shall take place.

-
- 4.4 The newly appointed chair will enter in office on the date of expiry of the term of office of the outgoing chair.
- 4.5 The chair of the External Affairs Unit shall be appointed for a term of two (2) years.

Article 5 – Nomination of Representative to the Board by EAU

- 5.1 The External Affairs Unit is represented in the Board by a member of the EAU who is appointed by the General Meeting upon nomination of the External Affairs Unit.
- 5.2 The call for candidates for Board membership is issued by the Board six (6) months before the appointment by the General Meeting.
- The candidate that will be nominated by the External Affairs Unit shall be elected at the last External Affairs Unit meeting held before the General Meeting that shall make the appointment.
- 5.3 If there is more than one (1) candidate, election shall take place by secret ballot.
- The candidate who receives most of the votes exercised by Members that are present or represented at a meeting of the External Affairs Unit will be elected as representative to the Board.
- If there is only one candidate, that candidate is automatically appointed.
- 5.4 The External Affairs Unit representative to the Board may be dismissed or resign according to the provisions set under Article eight (8) of the Articles of Association.

Article 6 – Voting Rights

- 6.1 Only Members of a Scheme Group have voting rights in the External Affairs Unit meetings. Members with Observer-status are excluded from voting.
- 6.2 The number of votes exercised by an AIB Member at the External Affairs Unit is one per AIB Member. If an Issuing Body is member of more than one Scheme, the vote for External Affairs Unit is still one.

Article 7 – Miscellaneous Provisions

- 7.1. These Terms of Reference will enter into force on 26 January 2021.