

BUSINESS RULES FOR THE EXECUTIVE COMMITTEE OF THE STAFF ASSOCIATION MØLLEBANDEN – SIEMENS WINDPOWER A/S

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1. CONSTITUTION AND MEETINGS OF THE EXECUTIVE COMMITTEE

Immediately after any annual or extraordinary general meeting, the Executive Committee holds a meeting to constitute itself.

This meeting is presided over by the longest-serving member of the Committee.

To ensure a common understanding of the Committee's work, all relevant documents/guidelines and history are presented.

Current tasks are described so that they can be distributed among the Committee members.

Information is provided about Committee posts and responsibilities, after which the posts are distributed by voting.

After having constituted itself, the Executive Committee signs the business rules of Møllebanden.

1.1 Executive Committee meetings

The Chair/(Administration on behalf of the Chair) convenes meetings of the Executive Committee giving at least 14 days' notice and ensures that the agenda and all other necessary documents are sent to members at least 1 week before the meeting (see Annex 5.5.1).

At present, meetings are held on the 2nd Monday of each month.

Executive Committee meetings are presided over by the Chair.

Monthly Executive Committee meetings:

Are held once a month, whenever possible, and preferably in the interval 11:30 am to 1:30 pm (lunch is included) (see Annex 5.1).

Quarterly Executive Committee meetings:

Quarterly meetings are held once every quarter outside normal working hours. The meetings should preferably be held on weekdays (Monday-Thursday) between 4:30 and 9:00 pm. Catering for quarterly meetings is ordered by Administration and paid for by Møllebanden.

Annual workshop:

Once a year, the quarterly meeting is replaced by an overnight workshop if this is found to be relevant/necessary (see Annex 5.2).

2. DECISIONS

2.1 Quorum

The Executive Committee can make decisions when at least half of its members are present.

In special cases, it may be agreed that the Committee can make decisions only when all members with voting rights are present or have given their written consent beforehand.

2.2 Voting rules

Decisions are made by a simple majority of votes. If there is an equality of votes, the Chair's vote is decisive.

Alternates do not normally have the right to vote (see Annex 5.3).

2.3 Minutes

Minutes are kept of the meetings (see Annex 5.4). Minutes of meetings are sent to the members of the Association's Executive Committee and the alternates without undue delay.

The minutes of all Committee meetings held are kept in the Association's files. The minutes must include both

discussions and decisions.

2.4 Duty of notification

Members of the Executive Committee and others present at the meetings must immediately notify the Committee of any issues which could result in disqualification.

3. EXECUTIVE COMMITTEE

The Executive Committee is overall responsible for the operations of the Association – and also for decisions relating to and management of its finances.

The distribution of Committee responsibilities is described elsewhere.

The Committee appoints a qualified (management, administration, day-to-day manager/person in charge). Day-to-day operations are handled by Administration.

The Committee lays down guidelines for the day-to-day work and operations of Administration.

It is the duty of every Committee member to display loyalty and respect in all matters involving Møllebanden, its Executive Committee and its administrative employees.

Negative statements in relation to persons or individual issues are to be avoided.

Whenever possible, the involved/responsible parties should be consulted in connection with complaints or negative communications.

Important information, inquiries, notifications, etc. must be thoroughly investigated and taken seriously.

Personal data must be treated confidentially and must be disclosed only on a need-to-know basis.

Committee members and alternates take active part in decision-making. If agreement is not reached, the majority decisions made by the Committee must be loyally observed at all times.

Committee members and alternates are responsible to each other for tasks, etc. taken on.

A Committee member must not work against the interests of Møllebanden.

Any action taken with a view to achieving a personal financial gain will lead to immediate exclusion from the Committee.

3.1 Shared responsibilities and tasks of Executive Committee members:

- responding to emails from Administration.

Approving applications for events not later than 3 weekdays after the application has been considered and sent to Administration. (Guidelines for approval of events are found in a separate document.) See under Eventmaking and "sådan laver du et event" (how to arrange an event)

Remember to let people know if you are prevented from attending because of vacation, education/training, sickness or similar.

- carrying out planned tasks by the agreed deadlines.

If this is not possible, the Chair and the rest of the Committee must be informed well in advance so that others can take over.

- participating actively in Committee meetings.

If you are prevented from attending, please say so at least 2 days in advance – so that catering can be informed.

3.2 Chair and Vice Chair

The Executive Committee elects a Chair and a Vice Chair by a simple majority of votes. The Chair represents the Committee and Association in external matters, and in his or her absence the Vice Chair takes over. The Chair presides over the Committee meetings and informs the other members of significant events since the last Committee meeting.

In exceptional cases, extraordinary decisions relating to events and membership which cannot be deferred until the next Committee meeting can be made by the Chair on behalf of the Committee. However, the Chair must seek to obtain the approval (possibly by telephone or in writing) of a majority of the Committee members or consult with the involved parties (Administration, Management, etc.) beforehand. At the next Committee meeting, the issue/decision must be presented for approval.

Financial decisions cannot be made by the Chair alone.

The Chair must always notify Administration of decisions, changes or other matters which may affect day-to-day operations or Administration's responses to inquiries from members.

The joint signatures of the Chair and the Treasurer are binding on Møllebanden.

3.3 Treasurer

By a simple majority of votes, the Executive Committee elects a Treasurer, who is responsible for controlling the Association's finances, accounts (including budget follow-ups) and cash holdings.

(Day-to-day transactions – including payments, collection of membership fees, booking of income and expenses, etc. – are carried out by Møllebanden's administration.)

The Treasurer is responsible for presenting Møllebanden's accounts, including for preparing a budget for the next year to be presented for approval at the general meeting.

The joint signatures of the Treasurer and the Chair are binding on Møllebanden.

3.4 Executive Committee members

Take part in the work of the Executive Committee and participate in Committee meetings. Committee members have the right to participate in voting and decision-making procedures.

3.5 Alternates

Alternates elected at the general meeting are invited to participate in the quarterly meetings.

Alternates have the right to be present, but cannot vote.

Alternates can take part in the work of the Executive Committee in the same way as other Committee members.

3.6 Absence and leave

In special cases, a board member may apply to take leave (minimum 3 months) from his/hers work on the board. Commencement of the leave also means withdrawal from the board. At the end of the leave, enters the member again as ordinary board member.

In the period of leave joins an alternate in the absent member's place. Leave can only be sought by the Board.

Briefly absence (a maximum of 3 months), due to illness, travel, work, or other similar reasons are not considered to decline and there does not occur an alternate

3.7 Composition of the Executive Committee

The Executive Committee consists of a total of 7 (minimum 3) representatives elected by the employees and 2 alternates (minimum 1).

3.8 Retirement from the Executive Committee (discussion of what to do if more than 4 members retire so that the minimum is, in effect, no longer observed)

If a Committee member steps down or retires during an election period, the 1st alternate replaces that member. If a Committee member steps down or retires less than 6 months before the annual general meeting is due to take place, the vacancy is not filled until the election, and the Committee continues its work as usual with 6, 5, 4 or minimum 3 representatives.

3.9 Retirement from the Executive Committee at the annual meeting

The board can nominate the existing alternate.

It is of the responsibility of the leaving member to make sure to hand over task to another member or make a description so others can take over.

3.10 General provisions and focus areas for Executive Committee members

The Committee works to ensure a good and viable strategy, with focus on values, targets and success criteria.

The Committee observes the rules of "good etiquette" and ensures that value/success is created for event makers and members as well as Siemens Wind Power.

The whole Committee has an obligation to ensure that the activities of Møllebanden always comply with Danish law and Siemens' "rules & guidelines", including "zero harm".

4. MEMBERS

Members of Møllebanden are expected to observe the Siemens Code of Conduct and generally to display good behavior at Møllebanden events.

4.1 Conditions for membership/resignation of membership

Membership:

Membership becomes effective from the day you register as a member at moellebanden.dk. A monthly membership fee is payable from the first month of membership. If the member registers on or after the 25th of the month, the membership fee is payable from the 1st of the following month.

Resignation of membership:

Membership can be resigned giving one month's notice to take effect the end of a quarter.

4.2 Event guidelines Participation:

Unless otherwise expressly stated, Møllebanden events are for members and their partners and children only.

Terms and Conditions:

Payment:

When you register your participation in an event on the Møllebanden website, you can pay using Dankort, VISA, VISA Electron, MasterCard or PayPal. Note that the money will be withdrawn from your account 3 days before the event takes place. Your card details are sent directly to Nets (formerly PBS).

Credit card details are not stored by moellebanden.dk.

Non-payment:

If payment has not been made after 3 reminders, the member will be registered as inactive and will be unable to participate in events until Møllebanden has received payment.

Refunds:

Registration for events with payment is binding. Purchased tickets may only be refunded if an event is cancelled.

Delivery:

Photo ID must be presented before event tickets can be issued.

Remember to bring the Order Confirmation. Tickets are not sent/issued before the day of the event.

Tickets:

It is not permitted to transfer tickets purchased to non-members of Møllebanden. In the event that a ticket is transferred from one Møllebanden member to another, Møllebanden must immediately be informed and given the receiving member's name and employee ID number. The reselling of tickets for profit is not allowed.

Cancellation:

An event is cancelled if the actual event is not held. Changes in the event's repertoire, date, partial completion of the event, etc., do not constitute cancellation and under normal circumstances, money will not be refunded.

However, please refer to the event-specific information.

Complaints:

Any kind of complaint related to the event must be made directly to the event maker in charge.

If you are dissatisfied in any way with the purchase of your tickets, contact Møllebanden.

Absence from an event:

If you are prevented from participating in an event that you have registered for, you must inform the event maker and/or Møllebanden's administration, irrespective of the reason. If you stay away from an event without giving notice, you must pay the FULL PRICE for the event – or DKK 250, whichever is higher. The difference between members' own payment and the supplier's actual price must be transferred to Møllebanden's account.

4.3 Breach of membership rules

Breach of Møllebanden's guidelines will result in a warning the first time and exclusion from the Association the second time.

Examples

- A member registers his/her partner, but brings a child to the event, although the event is not for children
- A member changes his/her partner in profile data in order to bring a friend
- A member registers his/her partner for the event, but brings a friend instead
- A member brings along children's friends/other children from the family instead of his/her own children.

If member does not observe the Siemens Code of Conduct or generally displays bad behavior in a Møllebanden context, the following action is taken:

- Møllebanden has a duty to inform HR, who will consider the Siemens aspects
- Møllebanden's Executive Committee will assess the matter:
 - Low – oral warning
 - Medium – written warning, exclusion of the member when the third warning is issued. A warning is valid for 6 months.
 - High – permanent exclusion from Møllebanden

The Committee will assess the behavior on a case-by-case basis.

5. ANNEX TO BUSINESS RULES

5.1 Catering at Executive Committee meetings

In connection with Committee meetings held between 11:30 am and 1:30 pm, lunch is included and is paid for by Møllebanden.

The procedure is to buy lunch in the canteen and write your name and account number on the bill from the canteen. The bill is then submitted to Administration, which reimburses the members every six months.

5.2 Annual Executive Committee workshop

One of the quarterly meetings may be replaced by an annual Committee workshop with a view to discussing major topics, decisions and issues related to strategy and future operations.

5.3 Voting rights of alternates

Alternates do not normally have the right to vote at the meetings of the Executive Committee.

In exceptional cases it may be decided to grant alternates the right to vote (e.g. in connection with workshops). Decisions to allow alternates to vote in special cases are made by a simple majority of votes among the members of the Executive Committee who are present (minimum 5).

5.4 Minutes

Minutes of Executive Committee meetings are prepared and sent out by Administration.

If Administration is not present at a Committee meeting, those present appoint a person to take minutes and send them out. This person is appointed before the meeting starts.

Minutes are subsequently filed in Work Space.

5.5 Administration

Proposal for detailed description of responsibilities and competencies.

In preparation

5.5.1 Tasks and duties in relation to the work of the Executive Committee:

Convene meetings of the Executive Committee on behalf of the Chair – and booking meeting rooms, arranging catering, etc. (Agenda in consultation with the Chair on the basis of proposals received):

- Monthly meetings on the 2nd Monday of each month between 11:30 am and 1:30 pm
- Quarterly meetings (replace monthly meetings) once every 3 months between 4:30 and 9:00 pm (rooms booked and catering ordered)
- Executive Committee workshop (replaces quarterly meeting) once a year from Friday 2:00 pm to Saturday 5:00 pm (including overnight accommodation)

Inform Chair and Treasurer of matters of major significance to the Association, its members or event makers.

Inform the Chair if a dispute arises between a member and Administration.

5.5.2 Role:

To act in an impartial and objective manner in the interests of the Association.
To promote the wishes of members, taking the applicable guidelines into account.
To ensure responsible asset management in compliance with the law and Siemens' "rules & guidelines".

5.6 Chair and Vice Chair

Proposal for detailed description of responsibilities of Chair and Vice Chair

In preparation

5.7 Treasurer

Proposal for detailed description of responsibilities of Treasurer

In preparation

5.8 Alternates

Proposal for detailed description of mutual expectations/involvement in the Executive Committee's work and ideas

In preparation