

**BUSINESS RULES  
FOR THE EXECUTIVE COMMITTEE  
OF THE STAFF ASSOCIATION  
MØLLEBANDEN –  
SIEMENS GAMESA RENEWABLE ENERGY  
(SGRE)**

Release 03, 01.10.2017.

Allan Bilberg  
Member of the Board

## Contents

<b>1. CONSTITUTION AND MEETINGS OF THE EXECUTIVE COMMITTEE</b> .....	3
1.1 Executive Committee meetings .....	3
<b>2. DECISIONS</b> .....	3
2.1 Quorum .....	3
2.2 Voting rules .....	3
2.3 Minutes.....	4
2.4 Duty of notification .....	4
<b>3. EXECUTIVE COMMITTEE</b> .....	4
3.1 Shared responsibilities and tasks of Executive Committee members: .....	4
3.2 Chair and Vice Chair .....	5
3.3 Treasurer .....	5
3.4 Executive Committee members .....	5
3.5 Alternates .....	5
3.6 Absence and leave .....	5
3.7 Composition of the Executive Committee .....	6
3.8 Retirement from the Executive Committee .....	6
3.9 Retirement in connection with Annual General Meeting .....	6
3.10 General provisions and focus areas for Executive Committee members .....	6
<b>4. MEMBERS</b> .....	6
4.1 Conditions for membership/resignation of membership .....	6
4.2 Event guidelines .....	7
4.3 Breach of membership rules .....	8
<b>5. ANNEX TO BUSINESS RULES</b> .....	8
5.1 Annual Executive Committee workshop .....	8
5.2 Voting rights of alternates .....	8
5.3 Minutes .....	8
5.4 An administration /helpers .....	9
5.5 Chair and Vice Chair .....	9
5.6 Treasurer .....	9
5.7 Alternates .....	9

<i>Rev.</i>	<i>Rev. date</i>	<i>Changes</i>	<i>Resp.</i>
	28.01.2015	Point 4 added	Adm.
	30.09.2015	Point 3.9 added	Dorthe Dyreholt
	03.04.2017	Ponit 3.6 updated	Adm.
	01.10.2017	General update due to new guidelines for subsidies from SGRE	Allan Bilberg

## 1. CONSTITUTION AND MEETINGS OF THE EXECUTIVE COMMITTEE

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

The longest-serving member of the Committee will preside over this meeting.

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/(or an 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.

The Chair presides over the Executive Committee meetings.

#### 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.

#### 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 is included.

#### Annual workshop:

Once a year, the quarterly meeting is replaced by an overnight workshop if this is estimated to be relevant/necessary (see Annex 5.1).

## 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 5.2).

### 2.3 Minutes

Minutes are kept of the meetings (see Annex 5.3). 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 at workspace. 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 qualified staff/helpers for administration as long/or if the economy allows for this.  
Day-to-day operations are handled by an Administration/helpers and the Committee.

The Committee defines guidelines for the day-to-day work and operation of a potentially administration/helpers.

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

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 mails from either an administration/helpers and internal in the Committee
- Approving applications for events not later than 3 weekdays after the application has been considered and sent to either an administration or an appointed member of the Committee. (Guidelines for approval of events are found in a separate document.)
- **Look under Eventmaker and “sådan laver du et event” (how to arrange an event)**
  
- 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.*

### **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/helpers, 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 notify an administration / helpers of decisions, changes or other matters which may affect day-to-day operations or administration/helpers responses to inquiries from members in due time.

The Chair and the Treasurer are jointly the public image of 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/helpers or an appointed member of the Committee in order to support the Treasurer.)

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 AGM.

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 AGM are invited to participate in the quarterly meetings.

Alternates have the right to be present but can't 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 (assignment to other locations, long-term sickness, etc.), members of the Executive Committee may apply to take leave. (Minimum 3 months) from the board.  
During the period of leave, an alternate will be asked to take the place of the absent member.

Short-term absence due to sickness, travel, work or similar is not considered to be a reason for requesting leave. (Maximum 3 months) and an alternate will not be called for.

### **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**

If a Committee member steps down or retires during an election period, the 1st alternate replaces this member. If a Committee member steps down or retires less than 6 months before the AGM 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/-s.

It is the responsibility of the leaving member/s 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 strong and viable strategy, with focus on values, targets and success criteria.

The Committee preserves to valid protocol and ensures that value/success is created for event makers and members as well as Siemens Gamesa Renewable Energy.

The whole Committee has an obligation to ensure that the activities of Møllebanden always comply with Danish Law and Siemens Gamesa Renewable Energy "Rules & Guidelines", including "Zero Harm".

## **4. MEMBERS**

Members of Møllebanden are expected to observe the Siemens Gamesa Renewable Energy "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 only for members and their partner (boy/girlfriend, spouse or life companion) and their children (including stepchildren).

### **Terms and Conditions:**

#### **Payment:**

When you register your participation in an event on the Møllebanden website, you can pay by 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.

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, the Eventmaker and Møllebanden must be informed immediately 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 read the event-specific information and terms before you buy.

#### **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.

Some 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 Gamesa Renewable Energy "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 SGRE 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 Annual Executive Committee workshop

*One of the quarterly meetings may be replaced by an Annual Committee workshop in preparation for discussing major topics, decisions and issues related to strategy and future operations.*

### 5.2 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).*

### 5.3 Minutes

*Minutes of Executive Committee meetings are prepared and sent out by an administration/helpers or an appointed member of the Committee.*

*If an administration/helper 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 after approval by the board.*

#### **5.4 An administration / helpers**

*Proposal for detailed description of responsibilities and competencies - In preparation*  
– Draft/Guidelines from 1<sup>st</sup> February 2018 due to reduced subsidy as of 1<sup>st</sup> October 2017.

##### **5.4.1 Tasks and duties in relation to the work of the Executive Committee:**

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 an administration / helpers.

##### **5.4.2 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 Gamesa Renewable Energy "Rules & Guidelines".

#### **5.5 Chair and Vice Chair**

*Proposal for detailed description of responsibilities of Chair and Vice Chair - In preparation*  
– Due to the new guidelines for subsidy.

#### **5.6 Treasurer**

*Proposal for detailed description of responsibilities of Treasurer - In preparation*  
– Due to the new guidelines for subsidy.

#### **5.7 Alternates**

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