

Global Network Group

Rules for committees

All references in this document are made against the approved (valid) version of the applicable document.

All public documents are published on our websites.

Questions? Contact us!

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- ICC Council
- Board ADR Platform
- Board EMCI Register

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GENERAL CLAUSES

The following applies to this document GNG.PD.002.INT:

1. Document GNG.RD.001.INT List of terms and definitions.
2. Document GNG.RD.002.INT General terms and definitions
3. Document GNG.RD.003.INT General clauses for all documents

The before mentioned documents are published on our websites and hereby to be considered as repeated and inserted.

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1.AUTHORITY GLOBAL NETWORK GROUP

- 1.1. Global Network Group, or its representative, is authorized, in agreement with the articles of association and the management system as laid down in document GNG.MS.001.INT General statute Global Network Group.
- 1.2. Global Network Group, or its representative, is authorized to handle a request to challenge to exemption.
- 1.3. Global Network Group, or its representative, has access to the sessions and meetings of all committees with the right to prior consultation.
- 1.4. Global Network Group is authorized to disregard a committee decision.
- 1.5. If this right as mentioned under the article herebefore has been used twice for the same subject matter, Global Network Group is obliged to seek advice from the ICC Council.
- 1.6. If the right effects a decision of the ICC Council itself, Global Network Group and the ICC Council consult a mediator to search for an amicable solution and to evaluate the issue & its process.
- 1.7. Every committee member, even if he/she has a fixed-term appointment, can be dismissed or suspended by Global Network Group or ICC Council at any time, even if the ICC Council is not consulted or without contacting ICC Council. Every suspension which will not be followed by a dismissal within twelve calendar months ends by the lapse of the said period.

2.AUTHORITY COMMITTEES AND COMMITTEE MEMBERS

- 2.1. A committee and its members will be granted powers as provided in these rules.
- 2.2. A committee and/or a committee member are not authorized on behalf of Global Network Group.
- 2.3. A committee or a representative has access without the right to vote to the Global Network Group board meeting if a committee related subject is placed on the agenda and an amicable consultation has had no results.

3.REPRESENTATION

- 3.1. A committee member cannot be represented by another person.
- 3.2. If a committee member represents a professional or branch organization such will need to be evidenced by an original declaration of mandate and representation, issued and legally drawn up by this organization.

4.CONVOCATION

- 4.1. The committee meeting will be convened by the committee's secretary or Global Network Group.
- 4.2. The convening notice must be in writing, sent by letter, fax, email, SMS, WhatsApp, LinkedIn private message or FaceBook private message, or in urgent matters per phone followed by a written confirmation, to the addresses of the committee members.
- 4.3. The term for convening the meeting will be at least seven days (1 week).
- 4.4. The convening notice must state the subjects to be discussed and the necessary documents must be attached.

5.DECISION-MAKING PROCESS

- 5.1. The chairman's ruling pronounced at the committee's meeting, that a decision has been taken, is decisive. The same will apply to the contents of a decision which has been passed, insofar as voting was on a motion which had not been set out in writing.
- 5.2. However, if the decision, as referred to in the preceding paragraph, is challenged immediately after it has been pronounced, a new vote will be taken if the majority of the meeting so desires, or, if the original vote was not taken by roll call or ballot, a committee member so desires.
- 5.3. All decisions of the committee will be passed by an absolute majority votes cast based on the valid votes of the committee members present during the voting process. Committee members who cannot be present at the committee meeting may give another member a written proxy to cast her/his vote.
- 5.4. Blank votes and invalid votes will be considered as not having been cast.
- 5.5. No quorum requirements apply.
- 5.6. If no one has obtained the absolute majority in an election of persons, a second vote will take place. In case of a binding nomination, a second vote between the nominated candidates will take place. If an absolute majority has again not been obtained by anybody, repeated voting will take place until either one person has obtained the absolute majority or a vote between two persons has taken place and there is a tie. In said repeated voting, excluding the second vote, the vote will be between all the persons voted for in the preceding vote, except for the person obtaining the fewest votes in the preceding vote. If there is a tie in voting between two persons, the matter will be decided by drawing lots.

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- 5.7. If the votes are tied over a motion, not concerning the election of persons, it is rejected.
 - 5.8. All voting will be online or by voice, unless the chairman or the majority of the persons with voting rights requests a vote by ballot. Voting in writing will take place by means of sealed and signed ballots.
 - 5.9. Decisions may be adopted by acclamation unless one of the persons with voting rights requests voting by roll-call.
 - 5.10. A unanimous decision of all committee members, whether or not all have attended the meeting, will have the same force as a decision of the committee meeting, provided that it is passed with the prior knowledge of the committee.
 - 5.11. A committee meeting can be organized and held:
 - 1) at a physical address
 - 2) per phone (group call)
 - 3) per video-conference-call (group call)
 - 4) as full or partially automated (online) process, including (online) document sharing and (online) voting
 - 5) any other way to the discretion of Global Network Group

6. QUALIFICATION, NOMINATION & APPOINTING

- 6.1. A committee member only qualifies if he/she will at least meet the following criteria:
 - 1) to be in possession of a valid passport or identity card issued by a national government
 - 2) to be, if requested, if reasons exist to require, in possession of a police clearance (a certificate of good behaviour), issued by a national government, confirming that there is no cause for objection to membership of one or more committees
 - 3) not to be in a state of bankruptcy or suspension of payment
 - 4) to be reliable, professional and honest in the opinion of Global Network Group and the committee in question, if of importance for the intended function.
- 6.2. If a committee member no longer meets the criteria for the said qualifications before the end of the fixed term, he/she can be suspended from membership.
- 6.3. A committee member will be nominated by Global Network Group or the committee in question or mutual.
- 6.4. Global Network Group appoints committee members.
- 6.5. In case of a dispute about nomination, qualification, suspension, and/or appointment between Global Network Group and the committee in question, Global Network Group will decide.

7.TERM

- 7.1. A term will exist of three consecutive calendar years and will start at the date of appointment.

8.TERMINATION

- 8.1. The membership of a committee can be terminated by:
- 1) Refusal
 - 2) completion of three terms
 - 3) termination, suspension or revocation by Global Network Group
 - 4) death

9.FINANCIAL

- 9.1. If a committee and its members maintain financial means, this will take place under the responsibility of Global Network Group as well as on the basis of a budget granted by Global Network Group.
- 9.2. The committee is obliged to keep a proper accounting system and records as well as submitting both the accounting system and records to Global Network Group at its first request.

10.CONFIDENTIALITY

- 10.1. A committee member is obliged to sign a secrecy statement.
- 10.2. If the intended statement is not signed, the committee member in question can be denied access to a committee or management meeting.
- 10.3. The secrecy statement will exclusively concern details and information about persons, companies, organizations and other privacy-related details and information, and is limited to the task, role, and authority of the committee and the committee members.

11.EXEMPTION

- 11.1. Global Network Group, a committee or committee member is obliged to exempt itself/himself/herself if:
- 1) an involvement in a decision or evaluation arises concerning a certificate holder with whom there is a first or second degree blood or family tie;
 - 2) an involvement in a decision or evaluation arises concerning a certificate holder with whom an employer/employee relation is maintained;
 - 3) an involvement in a decision or evaluation arises concerning a certificate holder with whom inseparable business and/or contractual relationships are maintained;
 - 4) an involvement in a decision or evaluation arises concerning a certificate holder as a result of which an advantage or preferential treatment is created;
 - 5) at the discretion of Global Network Group if other situations arise.
- 11.2. In situations where exemption is not implemented by Global Network Group, the committee or the committee member, the person concerned may lodge a challenge with Global Network Group, or with ICC Council if the challenge concerns Global Network Group itself.

12.DOCUMENTATION AND REGISTRATION

- 12.1. Global Network Group and committees are obliged to keep proper records of duties and decisions.
- 12.2. The documentation can either take place in writing, digitally or as a combination of both.
- 12.3. The documentation needs to be archived in accordance with the Dutch legal provisions, but at least for a period of seven consecutive calendar years.
- 12.4. After said period, the documentation may be destroyed or kept for further archiving.

13.SPECIAL CLAUSES

- 13.1. If approved by Global Network Group, deviations to these rules are allowed.
- 13.2. All deviations must be documented.
- 13.3. Stichting ADR Platform and Stichting EMCI Register are part of Global Network Group.
- 13.4. These rules apply to committees operated under the jurisdiction of Stichting ADR Platform or stichting EMCI Register.