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# European Works Council (EWC) of the Sulzer Group

## Rules of Procedure

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### Art. 1 Purpose

- 1.1 These Rules of Procedure of the EWC ("Rules of Procedure") are deemed to establish the organization of the EWC as far as not dealt with in the "Agreement between the European Works Council ("EWC") of the Sulzer Group and Sulzer AG, Neuwiesenstrasse 15, 8401 Winterthur, regarding Notification and Hearings" (hereafter referred to as "Agreement"). The Agreement has been revised in 2014.
- 1.2 The 2014 revision of these Rules of Procedure became necessary due to a need for various formal and content related adaptations of the version signed on 31<sup>st</sup> of October 2001 which came into force on 1<sup>st</sup> of January 2002.
- 1.3 The present version of the Rules of Procedure which will replace the version signed on 31<sup>st</sup> of October 2001 as of the effective date hereof (see sector 15.1 hereof).

### Art. 2 Appointment of National Representatives and their Deputies

The EWC of the Sulzer Group is composed of National Representatives and their Deputies as described and defined in sector 4 of the Agreement. The appointment of the National Representatives and their Deputies takes place in accordance with the rules determined in the Agreement.

### Art. 3 EWC General Assembly

- 3.1 The EWC General Assembly ("General Assembly" or "General Assemblies") is the convention of all National Representatives or their Deputies. Its function is that of the top level decision maker of the EWC.
- 3.2 The General Assembly constitutes itself. It appoints the EWC President ("President"), one or maximum two Vice President(s) ("Vice President/s"), and the Secretary ("Secretary") of the EWC. Only National Representatives, not their Deputies, are eligible for these functions. The election takes place by show of hands, unless half of the National Representatives or Deputies entitled to vote request a secret ballot. Decisions are made by simple majority vote as described in sector 5.7 hereof.

### Art. 4 EWC Steering Committee

- 4.1 The President, Vice President(s) and the Secretary of the EWC form the EWC Steering Committee ("Steering Committee").

- 4.2 The Steering Committee's mandate period lasts 4 years and ends together with the end of each mandate period of the National Representatives and Deputies. The members of the Steering Committee can be re-elected.
- 4.3 The Steering Committee, usually represented by its President or one of its other members, is in regular contact with the Central Management (as defined in sectors 1 and 6.1 of the Agreement) in order to exchange information and obtain and/or deliver advice.
- 4.4 Notifications made by the Central Management outside of a meeting of the EWC with the Central Management (sector 7.1 of the Agreement) are received by the President or another member of the Steering Committee and communicated with the National Representatives and their Deputies at the earliest convenience, subject however to the observation of confidentiality requirements imposed by the Central Management, if any.
- 4.5 The Steering Committee undertakes to pre-discuss the position of the EWC intended to be presented to the Central Management prior to the discussion with the General Assembly.
- 4.6 The Steering Committee supports the President with respect to the information duties described in sector 4.2 of the Agreement.
- 4.7 The meetings of the Steering Committee can take place either by way of physical meetings, telephone or web conference. Decisions can also be made by circular resolution of the majority of the Steering Committee members.

#### **Art. 5 General Assemblies / Special Meetings**

- 5.1 The President or one of the Vice Presidents are responsible for the organization of and the invitations to the General Assemblies and Special Meetings (as defined in sector 5.4 hereof), the determination of the place where the General Assembly or Special Meeting will take place, and the determination of the Steering Committee member responsible for the preparation of the minutes (see sector 5.3 hereof).
- 5.2 General Assemblies and Special Meetings can take place either by way of physical meetings, telephone or web conferences. Decisions can also be adopted by circular resolution provided however that, in case of a General Assembly, three-fourths ( $\frac{3}{4}$ ) of the National Representatives or their Deputies participate in the decision making process. They are presided by the President, or if the President is not available, by one of the Vice Presidents.
- 5.3 The minutes must contain the issues listed in sector 9 hereof and are taken by the Secretary or another member of the Steering Committee. Meetings with the Central Management are recorded by the Central Management (see sector 6.2 of the Agreement).
- 5.4 All National Representatives are invited to the General Assemblies; in case a National Representative is prevented from participation, he or she shall ask his or her Deputy to substitute him or her. Exceptionally, the Steering Committee can decide that only the National Representatives or Deputies of Sulzer Companies located in selected Member



Countries (definitions see sector 2.1 of the Agreement) will be invited (*"Special Meetings"*), if the agenda items refer to matters of interest for the said Sulzer Companies only. In Special Meetings no decisions can be made on topics not or not only referring to such Sulzer Companies or Member Countries. The rules applicable to General Assemblies apply analogically to Special Meetings.

- 5.5 The invitation to a General Assembly should be sent out to the National Representatives and/or their Deputies not less than ten (10) working days prior to the meeting. Each invitation to a General Assembly or Special Meeting shall include an agenda describing the topics to be discussed. Topics not listed on the agenda can be admitted for discussion in the course of the General Assembly or Special Meeting by the participants.
- 5.6 It is at the discretion of the Steering Committee to invite Deputies to a General Assembly or Special Meeting in addition to the National Representatives whom they represent. In case a National Representative as well as his or her Deputy attends a General Assembly or Special Meeting, only the National Representatives are entitled to vote. In case non-voting participants participate in a General Assembly or Special Meeting, an attendance list, indicating voting and non-voting participants, must be completed at the beginning of the meeting and included in the minutes.
- 5.7 The General Assembly constitutes a quorum if at least three-fourths ( $\frac{3}{4}$ ) of all National Representatives or their Deputies are present. In Special Meetings no quorum is required. Decisions taken in General Assemblies or Special Meetings are by simple majority vote of the participants being entitled to vote.
- 5.8 If a EWC participant is personally concerned by a resolution of the General Assembly or Special Meeting, then he or she must abstain from voting. The following cases, as well as other cases similar to the ones mentioned below, are not considered establishing a conflict of interest:
- In case Steering Committee members are elected, the persons available for election are entitled to vote.
  - If a decision is made regarding restructuring or divestiture which could affect one or more participants, these participants are entitled to vote.
- 5.9 In urgent cases, the Steering Committee can call for a General Assembly or Special Meeting at any time. The principles stated above with regard to the organization and execution of General Assemblies and Special Meetings shall apply, with the exception however that the ten (10) working days' invitation time (see sector 5.5 hereof) does not have to be observed.

## **Art. 6 Working Groups**

The Steering Committee decides about the formation of *Working Groups* as described in sector 8.4 of the Agreement, precisely defines their tasks, is responsible for the monitoring of the outcome of their activities, and ensures that the results are communicated in due time to those who have a need to know them.

## **Art. 7 Meetings with the Central Management**

- 7.1 The National Representatives and Deputies attending a meeting with the Central Management will convene one day prior to the said meeting in order to prepare the positions which the EWC intends to present in the meeting.
- 7.2 Decisions taken in such pre-meetings are presented to the Central Management by a member of the Steering Committee unless otherwise decided by the General Assembly.

## **Art. 8 Translations / Confidentiality**

- 8.1 Is it the understanding of the EWC that National Representatives and Deputies should be able to sufficiently speak and understand the English language. This is supported by the Central Management, e.g. by funding English language courses, provided however that the costs have been previously approved by the Central Management.
- 8.2 General Assemblies as well as the meetings with the Central Management will be conducted in the English language. In Special Meetings, a language understood by all participants can be used; the minutes thereof should however be prepared in the English language. Simultaneous or consecutive translation will be made available mainly in case of participation of experts who are not able to speak English. In such case, the need for translation has to be announced in due time.
- 8.3 The translation costs will be borne by the Central Management.
- 8.4 The Steering Committee is entitled to classify information communicated by the Steering Committee or resulting from General Assemblies, Special Meetings, Steering Committee meetings or Working Groups as confidential. Confidentiality related decisions must be recorded in the minutes. The participants of a General Assembly, Special Meeting, Steering Committee meeting, or a meeting with the Central Management undertake to respect all applicable confidentiality statements, including those made by the Central Management.

## **Art. 9 Minutes of General Assemblies, Special Meetings and Steering Committee Meetings**

- 9.1 The minutes must contain the following
- attendance list indicating voting and non-voting participants (see sector 5.6 hereof)
  - names of the persons presiding the meeting and taking the minutes
  - agenda originally sent out, including any changes thereto
  - resolutions made with respect to each agenda item
  - election results
  - written documents or information which the chairman brought to the notice of the attendees
  - confidentiality related decisions
  - a list of pending matters and to-do items



- 9.2 The minutes of General Assemblies and Special Meetings must be approved in a subsequent General Assembly and should be treated as confidential by the EWC, unless otherwise agreed upon or instructed by the Steering Committee.
- 9.3 The minutes must be completed within two (2) weeks after the General Assembly, Special Meeting, Steering Committee or Working Group meeting and sent to all National Representatives and Deputies.

#### **Art. 10 Signatures**

- 10.1 Any documents with binding content and sent out on behalf of the EWC to third parties must be signed by two members of the Steering Committee, one of which must be the signature of the President or a Vice President. With regard to minutes, the second signature should be delivered by the author of the minutes.
- 10.2 Internal documents or documents without binding content can be signed by a single member of the Steering Committee. In this case e-mail communication without personal signature is acceptable as well.

#### **Art. 11 Experts**

- 11.1 The National Representatives or their Deputies can appoint an external expert as an advisor for General Assemblies and Special Meetings. The Steering Committee can appoint an external expert for its own meetings. In case of need, more than one expert can be appointed.
- 11.2 For the selection of experts as described in sector 11.1 hereof, the Steering Committee shall make respective proposals.
- 11.3 With regard to the costs resulting from the engagement of such experts, sector 12 of the Agreement shall apply.

#### **Art. 12 Collaboration with Employee's Organizations**

The EWC collaborates with all employee representative organizations and local workers' councils in all Sulzer Companies in the Member Countries.

#### **Art. 13 Announcements**

- 13.1 The EWC or the Steering Committee decides together with the Central Management which topics or information is important and should be communicated with Sulzer Companies in Member Countries.
- 13.2 Such announcements will be published in the local languages if deemed to be provided to the employees in the said Sulzer Companies via a circular, internet link or posted on their notice board.
- 13.3 If the topic is urgent, the information can be passed on verbally.

**Art. 14 Final Provisions**

- 14.1 These Rules of Procedure can be changed or extended at any time in writing, after agreement by the EWC and the Central Management.
- 14.2 In case of a conflict between this Rules of Procedure and the Agreement, the Agreement shall take precedence.

**Art. 15 Validity**

- 15.1 These Rules of Procedure were agreed at the General Assembly of 3<sup>rd</sup> of June 2014 and shall come into effect on 4<sup>th</sup> of June 2014.
- 15.2 These Rules of Procedure shall remain in force until 31<sup>st</sup> of December 2019. Thereafter they can be terminated by the EWC and the Central Management by giving six (6) months prior written notice to the end of each calendar year.
- 15.3 Deviations from the above mentioned time periods are possible by mutual agreement of both parties.
- 15.4 These Rules of Procedure shall remain in force until new Rules have been agreed upon.

Winterthur, 3<sup>rd</sup> of June 2014

Winterthur, 19<sup>th</sup> of May 2014

**Sulzer Central Management**



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Klaus Stahlmann, CEO



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Marius Baumgartner, Head HR



**Sulzer European Workers Council**

3 June 2014



Ludo Bautmans (NL), President

3 June 2014



Peter Orth (D), Vice President

3 June 2014



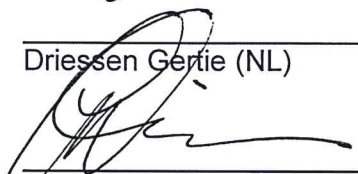
Katharina Haensli (CH), Secretary

3 June 2014



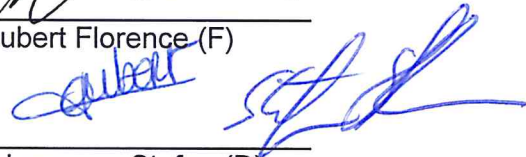
Driessen Gertie (NL)

3 June 2014



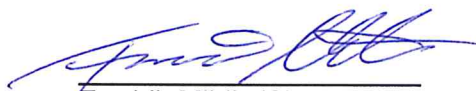
Joubert Florence (F)

3 June 2014



Habermann Stefan (D)

3 June 2014



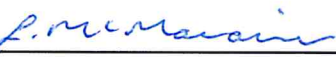
Fredrik Mildh (S)

3 June 2014



Loughran James (GB)

3 June 2014



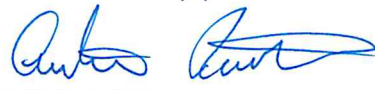
McManamin Leo (GB)

3 June 2014



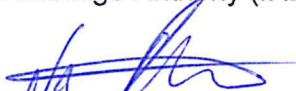
Martin Jesus (E)

3 June 2014



Rutledge Anthony (IRL)

3 June 2014



Stouten Anja (CH)

3 June 2014



Tatti Joni (FIN)

3 June 2014



Wicha Jakub (PL)

