



BALTIC INSTITUTE
OF CORPORATE
GOVERNANCE

Governance Structure

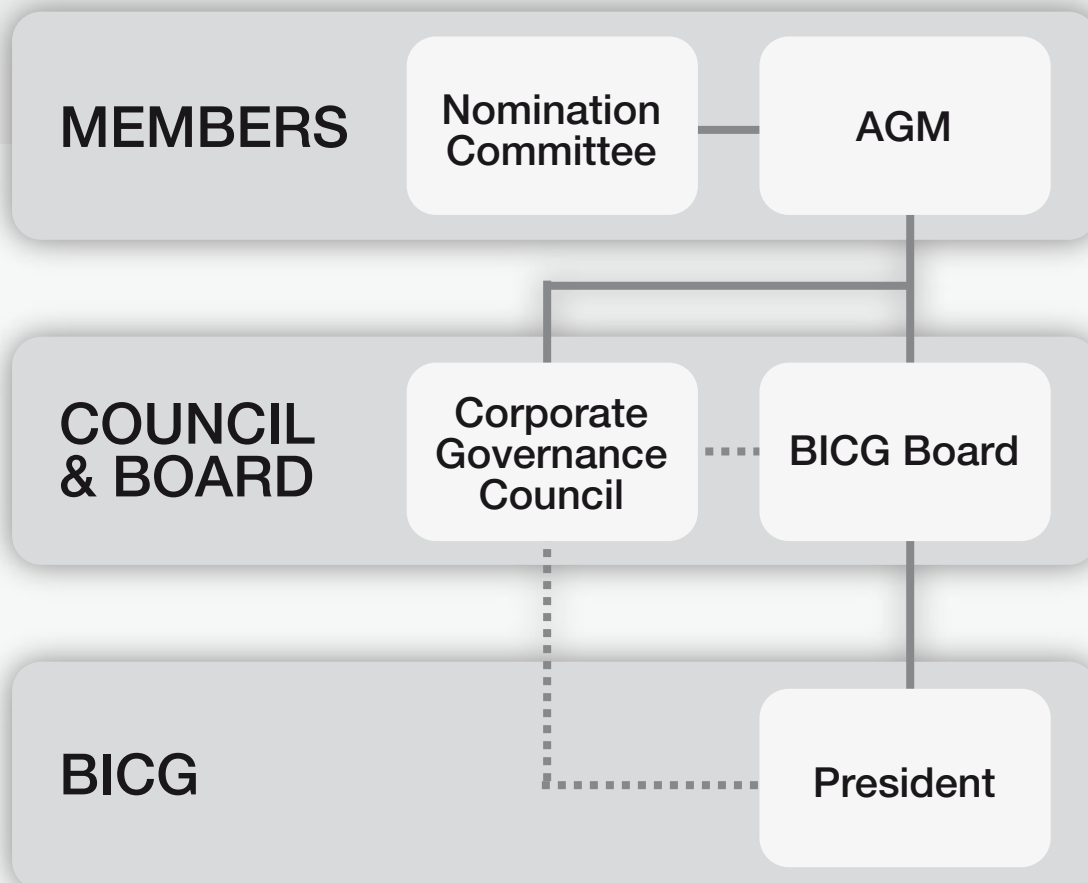
FOR BALTIC INSTITUTE
OF CORPORATE GOVERNANCE

Governance Structure

BICG as an association is governed by its members. The relationship between the Association's members, the Board, the Council, management and other stakeholders is regulated in the bylaws of the Association. The full bylaws are publicly available on the BICG website.

BICG have two forms of membership: individual and corporate. Any person who has graduated the BICG executive education for professional board members and who pays an annual membership fee of 100 Euro will become an individual member. Corporate membership is by invitation only; corporate members must be approved by the BICG Board. Baltic members will in 2011 pay an annual membership fee of 3.000 Euro. National corporate members will in 2011 pay an annual membership fee of 1.000 Euro.

Each member has one vote at the general meeting. Only BICG individual members are eligible for the BICG Board positions. The annual general meeting (AGM) will every year elect 3 members to serve on the nomination committee.





Corporate Governance Council

The Council sets the political agenda of the Institute, advises on its strategic direction and activities, as well as in cooperation with the national governments, the stock exchanges and other stakeholders advises and endorses Corporate Governance guidance's and codes.

- The Council members set the “tone at the top” in corporate governance. They act not just as Ambassadors for the institute, but also as its formal representatives in various national, regional and international entities and events.
- The Council members are nominated by the BICG Board and approved by the AGM for a one year term.
- The Council consists of 9 members, 3 from each Baltic country.
- The Council is led by a Chairperson, elected by the CG Council members.
- The Chairperson will make a verbal report to the BICG members at the AGM, as well as have a written statement in the BICG annual report.
- The BICG board can remove any member and replace the seat by a new member until the next ordinary AGM.
- The Council in general should strive to have consensus in decisions, in case of voting for any decision majority voting is used. In case of a split, the Chairperson's vote will be the deciding factor.
- The President of BICG acts as a secretary for the Council.
- The President of BICG shall participate in the Council meetings.
- The Chairperson of the BICG Board is invited to join the meetings.
- As BICG is a non-profit association then corporate governance council members shall receive no remuneration from BICG.

Board

The BICG Board governs the Institute and oversees the operational aspects.

- Candidates to the Board are proposed by the nomination committee and elected by the AGM.
- The Board members are appointed for a 3 year term and can seek re-election.
- Each Baltic country (a resident of) must have at least one Board seat.
- At every AGM 1/3 of the Board members must seek re-election to encourage rotation of board members.
- The Board is led by a Chairperson, elected by the board.
- The Board has 9 members, only BICG's individual members are eligible to serve on the Board.
- The board in general should strive to have consensus in decisions, in case of voting for any decision majority voting is used. In case of a split the Chairperson's vote will be the deciding factor.
- The President of BICG acts as a secretary for the board.
- The President of BICG shall participate in board meetings.
- As BICG is a non-profit association then board members shall receive no remuneration from BICG.