

European Impact Investing Luxembourg (EILL)

Internal Regulations – May 2014

Preamble

The EILL seeks to retain an informal status as a member-based network of investors, entrepreneurs, advisors, regulators, academics and philanthropic and other actors interested in the impact economy sector. The EILL is governed by an Steering Committee and a Chair, and is managed by a Secretariat with several operational or technical Working Groups. The EILL works in partnership with industry organizations in various disciplines.

Article 1. Mission and activities

The mission of the EILL is to promote the development and the role of impact finance. The EILL provides a platform for information sharing and stakeholder coordination with the aim of creating a think tank helping in consolidating the various initiatives of impact investing in Luxembourg and in developing an aggregating core for European and International actors.

To achieve that mission the EILL will implement the following actions:

- **Research and advocacy.** To accomplish the role of a think tank, the EILL will gather and develop researches, will disseminate results and will stimulate debates among the EILL members. It will also involve policy makers to translate practices in policies and to help practitioners in consolidate their actions.
- **Networking.** Open to and involve Luxembourg, European and international key partners. This means that the first step will be to make a selection of potential interested partners that would be interested in participating to the EILL.
- **Web site and knowledge management.** Create a web site likely to disseminate knowledge, promote exchange and contaminate mainstream industry.
The website will be the virtual window where social entrepreneurs show their innovative business, find new partners, exchange solutions for their weaknesses and learn about strengths. The website will also welcome mainstream mentors to contaminate impact economy and to learn about best and bad practices.
The web site will host blogs, working group initiatives, and will be linked to main social networks
- **Tool box.** Develop and structure operational tools to improve the sector. The impact economy is still an emerging and niche sector where the more relevant aspect is the needs of tools that go beyond the financial needs.
- **Incubator.** Shape and structure new initiatives. The EILL is expected to conduct this task by giving support to emerging innovative ideas and helping them in reaching autonomy and sustainability. It will be a sort of incubator or accelerator for both entrepreneurial and financial impact initiatives.

Article 2. Membership

2.1 Criteria: Organizations or individuals can apply for EILL membership. Members must be interested in the promotion of impact investing and should share the EILL mission and vision and commit to contributing to the EILL work and activities.

2.2 Procedure: Organizations or individuals wishing to become members should state their interest by contacting the Secretariat. Membership shall be approved by the Steering Committee.

2.3 Membership fee: Member of the EILL shall pay an annual membership fee to be determined each year by the Steering Committee but which shall not exceed 500 EUR.

2.3 General Assembly: An ordinary General Assembly will be held once every year. Members will be notified in writing before the assembly about the date, time, venue, and agenda. Although, organisations can have several members attending the General Assembly, only one member per organisation will have the right to vote. If different units or departments of the same organisation are members of the EILL and have each paid membership fees, the different units or departments will be able to vote. If an organisation or department has more than one member, it is up to the organisation or department to decide who will carry out the vote.

The agenda of the General Assembly includes:

- Election of the Steering Committee and its Chair;
- Review of the EILL work plan and financial report for the closing year and upcoming year;
- Any resolutions submitted in advance to the General Assembly by members;
- Decision on changes to the Internal Regulation proposed by the Steering Committee or by at least 10 % of the members.

2.4 Extraordinary Assembly: The Steering Committee may convene an Extraordinary Assembly meeting of the EILL members whenever deemed appropriate or if requested so by 1/5 of the EILL members.

2.5. Quorum and Majority: unless otherwise stated in these Internal Regulations, any decision of the General or Extraordinary Assembly shall be taken at a simple majority vote of the members present or represented at such Assembly.

2.6 Conflict of interest: EILL members should not use the EILL to pursue commercial or other interests for their own benefit or that of their organization. They should exclude themselves from EILL decisions or activities that may constitute an unfair advantage for competitively bid work. Any appearance of or actual conflict of interest matter related to a specific member shall be reported to the Steering Committee which shall deliberate on such matter in the best interest of the EILL.

2.7 Terminating membership: A member may resign at any time by notifying the Secretariat. The Steering Committee can exclude a member if she/he ignores resolutions to situations that represent a conflict of interest or is not fulfilling the responsibilities of EILL members. Members leaving the EILL shall not be entitled to the reimbursement of their membership fee.

Article 3. Steering Committee

3.1 Role: The Steering Committee's main role is to oversee the EIL and to share in the responsibility of and accountability for carrying out the EIL's mission and activities.

3.2 Composition: The Steering Committee is composed of a minimum of 6 and a maximum of 12 EIL members, including the Chair. The Steering Committee seeks to achieve a good balance between diverse types of organisations, individuals, and countries, reflecting the EIL members that commit to the EIL agenda.

The first members of the Steering Committee shall be:

Varlérie ARNOLD (PWC), Laurent CAPOLAGHI (Ernst & Young), Anne CONTRERAS (Arendt), Marc ELVINGER (Elvinger, Hoss & Prussen), Philippe FETTES (Banque de Luxembourg), Laura FOSCHI (ADA), Arnaud GILLIN (Innpact), Uli GRABENWARTER (EIF), Christine GREGOIRE (EFA), Nicolas HENNEBERT (Deloitte), Kaspar WANSLEBEN (LMDF), Jane WILKINSON (KPMG).

3.3 Elections: Elections of the Steering Committee by the General Assembly are managed by the Secretariat. When asked for nominations, EIL members can propose themselves or nominate another EIL member for the Steering Committee.

3.4 Term of office: Steering Committee members are elected for a period of three years, renewable two times overall

3.5 Decisions: Decisions of the Steering Committee are taken by simple majority of the vote of the Steering Committee members present or represented. The Chair shall have casting vote.

3.6 Criteria: Steering Committee members shall:

- Be committed to fulfilling the Steering Committee's responsibilities;
- Be members of the EIL.

3.7 Responsibilities: The Steering Committee has the following responsibilities:

- Provide overall strategic guidance to the Secretariat;
- Implement the EIL strategy and exercise all such powers not reserved to the Assembly of members by the present Internal Regulations;
- Attend the General Assembly ;
- Oversee strategic plan and yearly activities of the EIL;
- Propose amendments to the Internal Regulations as appropriate;
- create and determine the mission of any such working groups as appropriate

3.8 Meetings: The Steering Committee shall meet at least 4 times a year and each time the activities of the EIL so require, either in person or via electronic medium (e.g. video conferences). The Steering Committee meetings are called by the Chair or upon request of the Secretariat or any 2 members of the Steering Committee. The minutes are taken by the Secretariat, circulated to the Steering Committee members for approval, and at the disposal of the EIL members for information.

3.9 Termination or resignation: A member of the Steering Committee can resign by notice in writing if she/he wishes to resign or ceases to be a EIL member. A Steering Committee member may be removed

by decision of the Steering Committee , if she/he is no no longer fulfilling the responsibilities of Steering Committee member.

3.10 Compensation: Members of the Steering Committee, including the Chair, shall not be entitled to any sitting fees or other compensation.

Article 4. Chair

4.1 Role: The Chair supervises the Secretariat and in close collaboration with the other Steering Committee members, guides and coordinates the carrying out of the EIL's mission and activities. The Chair calls, facilitates and chairs the General Assembly, other Extraordinary Assemblies as necessary, as well as the Steering Committee meetings.

4.2 Election: The Chair is voted by the Steering Committee members.

4.3 Term of office: The Chair is appointed for a three years period, renewable for two terms.

4.4 Criteria: The Chair must:

- Be a member of the Steering Committee;
- Have the ability to lead the Steering Committee and EIL at large;
- Have a proven track record of "neutrality" (i.e. is willing to embody the diversity of perspectives and approaches that represent the EIL).

Article 5. Secretariat

5.1 Selection process: The Secretariat staff will be proposed by ADA and is selected by the Steering Committee based on established job profiles and the overall work plan.

5.2 Responsibilities: The Secretariat ensures the coordination of the functioning of the EIL and:

- Proposes to the Steering Committee annual work plan and budget for the following year;
- Prepares financial statements for Steering Committee's approval;
- Executes the implementation of approved work plan and budget, and general administrative tasks;
- Facilitates Working Group coordination and integrates them in overall work plan and calendar;
- Prepares and minutes the meetings of the Steering Committee and of any General or Extraordinary Assembly;
- Implements funding strategy, seeking a diversification of EIL funding sources;
- Maintains an updated and accessible member information list;
- Coordinates the internal and external communication of the EIL;
- Actively promotes impact investing through awareness-raising activities, e.g. website, newsletter.

5.3 Reporting lines: The Secretariat reports to the EIL Chair and is accountable to the Steering Committee.

Article 6. Accounts and budget: The EIL financial accounts are submitted to the Steering Committee and to the final approval of the General Assembly.

Article 7. Dissolution of the EILL: The Assembly of members may at any time dissolve the EILL by decision taken with a presence quorum of at least 50% of the members and a majority vote of 2/3d of the members present or represented at such meeting. In case of dissolution, any remaining assets after payment of all debts shall be placed at the disposal of one or more non-profit organisations working for the promotion of impact investing to be determined by the Assembly.