

NEP Steering Committee

Byelaws

NEP is an initiative focusing on the promotion of sustainable employment by assisting to bring Egyptian youth into fair and decent jobs. This includes the operation of employment centers where youth can find orientation and counseling regarding decent employment opportunities in the segment of blue collar jobs in Egypt, the support of Egyptian businesses in improving working conditions, and the general awareness raising for and acceptance of blue collar jobs in the Egyptian society (these activities collectively the “**NEP Activities**”).

NEP has been set up as a private sector initiative of the Egyptian-German business community in cooperation with the German-Arab Chamber of Industry and Commerce (“**AHK**”) in response to the January 2011 Revolution in Egypt. NEP operates under the patronage of His Excellency the German Ambassador to Egypt and is advised by Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) (the aforementioned parties jointly the “**NEP Stakeholders**”).

NEP is implemented as an independent project under the umbrella of FORTE on basis of a Co-operation Agreement of March 2014 (the “**Co-operation Agreement**”). FORTE is an NGO affiliated with the AHK network which has been set up in order to implement training programs and related activities.

NEP shall be monitored and advised by the NEP Steering Committee” (the “**NEP Steering Committee**”).

The NEP Steering Committee presently has the members mentioned in Annex 1. The Members are Voting Members, Institutional Members, and Honorary Members.

The NEP Stakeholders herewith adopt the following byelaws (the “**NEP Byelaws**”) which shall govern the details of the composition of the NEP Steering Committee, the calling of its meetings and the decision making process, the competencies of the NEP Steering Committee, and the admission of further members, as well as any other matters related to NEP and the NEP Steering Committee, as envisaged under the Co-operation Agreement.

1. Competencies of the NEP Steering Committee

The NEP Steering Committee defines the overall policy and strategy of NEP and monitors its implementation. The NEP Steering Committee shall, without limitation, have the following competencies:

- Discussion and approval of the NEP strategy, goals, and targets (including the annual work plan and budget);

- Monitoring of and advice in relation to the ongoing projects;
- Discussion and approval of the general funding strategy, with a view of ensuring NEP's financial and institutional sustainability;
- Discussion and approval of the annual activity report and financial report (giving a general overview of the project's funding and expenditure);
- Support FORTE in recruiting and monitoring of the NEP General Manager;
- Approve the salary of the NEP General Manager as well as the general salary policy of other NEP employees (comprising the budget, the general level of salary increases, as well as the general principles applicable to bonuses);
- Resolution of disputes; and
- Discussion and adoption of all other decisions of strategic importance.

2. Chairpersons

- 2.1 The NEP Steering Committee shall have one or several chairpersons (the "**Chairpersons**"). The Chairpersons shall be appointed by the NEP Steering Committee in consultation with the NEP Patron (the German Embassy).
- 2.2 The Chairpersons shall be in charge of convening the NEP Steering Committee Meetings, as required, and representing the NEP Steering Committee vis a vis third parties. The NEP Chairpersons shall also serve as interface for the German Embassy, AHK/FORTE and GIZ.

3. Task Forces

- 3.1. The NEP Steering Committee shall form task forces (the "**Task Forces**"). The Task Forces shall prepare decisions of the Steering Committee. Moreover, the Steering Committee also can delegate certain decisions to a particular Task Force. As of today, the Task Forces set forth in Annex 2 have been established.
- 3.2 Each Task Force shall comprise at least one NEP Steering Committee member and shall be supported by the NEP Management, AHK, and GIZ, as required. A Task Force shall be set up by the NEP Steering Committee through a resolution defining the members and the tasks and competencies of that Task Force.
- 3.3 The NEP Steering Committee can resolve to establish further task forces and can amend the composition of existing Task Forces, as well as the tasks and competencies vested in any of them.

4. General Manager

- 4.1 The management of NEP shall be entrusted in a general manager (the "**NEP General Manager**"), who shall be hired by FORTE upon proposal of the NEP Steering Committee. The NEP General Manager shall be responsible for the ongoing

management of the NEP Activities and supervise the employees pertaining to the NEP Activities, including the following:

- Implementation of NEP Steering Committee strategies and policies;
- Management of day-to-day operations of the Employment Centers and organization of employment events;
- Quality management (e.g. ensuring continuous improvement of process quality and efficiency);
- Financial management (e.g. yearly budget planning, financial control and settlement of financial grants) in close co-operation with AHK and FORTE;
- HR management (e.g. hiring and firing of staff and on-the-job training for new Employment Officers);
- Setting up of new Employment Centers, as per the decision of the NEP Steering Committee;
- Participation in the strategic management and decision making process by developing concepts of cooperation with potential partners and exploring opportunities for business development;
- Report regularly to NEP Steering Committee on progress of activities and KPIs.

4.2 The NEP General Manager shall require the prior approval of the NEP Steering Committee (or the appropriately authorized Task Force, as the case may be) for any of the following (“**Reserved Matters**”):

- Opening a new, closing or moving an existing, or in any way materially amending any, Employment Center (“**EC**”);
- Entering into co-operation agreements with any NGO’s, companies, government entities or public authorities;
- Entering into any funding agreement with public or private sponsors/donors (to include, without limitation, development partners);
- Hiring or terminating the employment of key personnel (to include the business development manager, grants officer, organizational development officer, and government relations officer);
- Incurring any financial expenditure in the excess of LE 50,000 per transaction or LE 200,000 per year in case of ongoing contracts;
- Setting up of the annual work and financial plan; and
- Any matters of similar materiality.

- 4.3 The NEP General Manager will be hired by FORTE and shall also report in regular intervals on the activities of NEP to the NEP Steering Committee. The NEP General Manager shall present a draft budget and work-plan for each coming financial year to the NEP Steering Committee not later than by 15 of November of the current financial year.

5. German Embassy

The German Embassy is the patron of NEP.

6. AHK

AHK shall support NEP, including, but not limited the following measures:

- Making the AHK business network available to NEP;
- Promoting the NEP activities;
- Providing know how through a qualified consultant who is an expert in labour market and employment issues; and
- Providing administrative support (financial reporting, administration of funds, liaising with FORTE).

7. GIZ

Based on the minutes of meeting agreed between the NEP Steering Committee and GIZ dated 15 September 2014, GIZ shall offer technical advice to the NEP Steering Committee and General Manager during the next three years 2015-2017, aiming at strengthening the capacity of NEP with regard to developing, implementing and disseminating job preparation and placement services to Egyptian youth. GIZ shall offer technical advice and strengthen the capacities of NEP in areas concerned with streamlining NEP operations; developing the NEP as a know-how platform to scale up NEP in cooperation with other partners; developing a sustainable and diversified financing model; and developing a long-term institutional set-up. A representative of the GIZ Team shall be present in all meetings of the NEP Steering Committee or any of its Task Forces focusing on tasks related to the above mentioned areas in line with NEP core competencies for job preparation and placement services to Egyptian youth, unless the NEP Steering Committee voting members decide otherwise.

8. NEP Steering Committee Meetings

- 8.1 The NEP Steering Committee shall hold regular meetings (at least every 3 months). The meetings shall be called by the Chairperson of the NEP Steering Committee by email, providing an agenda of the meeting as well as any documents and information required in preparation of decisions to be taken in that meeting.
- 8.2 The NEP General Manager shall participate in the NEP Steering Committee meetings, unless otherwise resolved, and shall provide a concise report on the NEP activities and the finances of the project.

- 8.3 The general manager of FORTE, or another representative duly delegated by FORTE, shall participate in the NEP Steering Committee meetings.

9. Resolutions

- 9.1 The NEP Steering Committee meetings shall be quorate if more than one half of the Voting Members are present. Resolutions shall be adopted by simple majority, unless another majority is required by law or according to the byelaws. In the event an NEP Steering Committee meeting, although being properly called, was not quorate, a circular resolution shall be adopted (Art. 9.2). In the event less than half of the Voting Members of the NEP Steering Committee participate in the circular resolution, with the effect that no circular resolution can be adopted, a second meeting can be called with the same agenda. This second meeting shall be quorate if attended by at least two NEP Steering Committee members.
- 9.2 If so required, resolutions can be adopted by circular resolution outside the NEP Steering Committee meetings. Circular resolutions shall be adopted with the majority of the NEP Steering Committee Voting Members.
- 9.3 NEP is a collaborative project which is dependent on the consensus of the stakeholders involved. In view hereof, resolutions of the NEP Steering Committee shall duly consider the interests of the Patron, AHK and the Steering Committee Members.
- 9.4 FORTE shall have a veto right in the event a resolution of the NEP Steering Committee (i) is illegal, (ii) is impossible to implement, or (iii) the implementation of such resolution would bring FORTE into disrepute. In the event FORTE exercises the veto right, the resolution of the NEP Steering Committee shall be suspended and shall not be implemented.

10. Membership and Sponsorship/Donors

- 10.1 The NEP Steering Committee shall have Voting Members and non-voting Institutional Members, Honorary Members, and Sponsors/Donors.
- 10.2. The NEP Steering Committee members shall appoint a representative who participates in the NEP Steering Committee meetings and exercises voting and other rights. The NEP Steering Committee members shall be free to appoint and revoke such representatives as required.
- 10.3 The NEP Steering Committee shall have the right to enlarge the circle of members and invite further stakeholders to join the NEP Steering Committee, based on a respective resolution of the NEP Steering Committee. The NEP Steering Committee shall agree on the respective admission criteria, to include, without limitation, the following:
- Strong commitment to the NEP vision and strategy;
 - Adherence to ILO principles defining the concept of “Decent Work”;

- Annual financial contribution of EUR 5,000 (which can be substituted, wholly or in part, by a contribution in kind); and
- Delegation of a standing representative who is active and engaged and authorized to take decisions.

The vote on the admission of a new NEP Steering Committee Member must be approved unanimously by the NEP Steering Committee. The NEP Steering Committee can grant exemptions from the admission criteria if so required in an individual case.

- 10.4 AHK, GIZ and the German Embassy in Cairo shall be granted the status of institutional members (“**Institutional Members**”) of the NEP Steering Committee. An institutional member enjoys all rights of a regular NEP Steering Committee member, with the exception of the right to vote.
- 10.5 The NEP Steering Committee shall have the right to appoint honorary members (“**Honorary Members**”). An honorary member enjoys all rights of a regular NEP Steering Committee member, with the exception of the right to vote.
- 10.6 NEP also can be supported by sponsors and donors (the “**Sponsors/Donors**”) whose participation is limited to making a financial contribution of donation, and who shall not become members of the NEP Steering Committee. The criteria shall be determined by the NEP Steering Committee. Upon request, the Sponsors/Donors can be granted the right to attend NEP Steering Committee meetings.

11. Organizational Development

The NEP Steering Committee members shall work towards establishing NEP as an independent organization and shall instruct the NEP General Manager to further explore the legal, regulatory, and financial aspects of setting up an independent entity.

Members of NEP Steering Committee¹

Voting Members

- Amereller Legal Consultants
- Bavarian Auto Group (BAG)
- BASF
- Bavaria
- Egyptian Refining Company (ERC)
- Hassan Allam Holding
- Kuehne + Nagel
- Mercedes-Benz
- PepsiCo
- Sekem
- Siemens
- ThyssenKrupp

Non-voting Institutional Members

- German Embassy in Cairo
- German-Arab Chamber of Industry and Commerce (AHK)
- Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ)

Non-voting Honorary Members

- Mr. Bernhard Buchner
- Mr. Maged Toson

¹ As per 1st of January 2015.

Task Forces²

- Funding and Influence/Scaling Up

“Funding and Influence” and “Scaling Up” are two task forces which have been merged into one Task Force.

The “Funding and Influence” Task Force shall work to ensure that NEP is a participant in the public discourse on matters relating to blue collar employment, and to attract and secure donor finance and sponsorship to fund operations while NEP learns to become financially self-sufficient.

The “Scaling up” Task Force shall work to identify potential partnerships in the private sector, civil society, and government through which to expand with and disseminate the NEP employment solutions as well as models of and commercialization of NEP services that may one day support NEP to be a self-funding initiative.

The Task Force is led by Mr. Hossam Allam, Hassan Allam Holding.

- Legal and Regulatory

The “Legal and Regulatory” Task shall work to ensure legal and regulatory compliance of NEP and its activities, including the long-term institutional set-up for the NEP and investigating the possibilities of obtaining a placement license from the Ministry of Manpower and Migration (MoMM).

The Task Force is led by Mr. Kilian Bälz, Amereller Legal Consultants.

- Grievance

The “Grievance” Task Force shall work to establish a grievance/mediation mechanism within the NEP in order to receive and handle complaints coming from job seekers and employers.

The Task Force is led by Ms. Amber Frugte, Egyptian Refining Company (ERC).

- IT and Communication

² As per 1st of January 2015.

The “IT and Communication” Task Force shall work to enhance the functions and features of the NEP online platform.

The leader of the task force is Mr. Hossam Allam.
