



## **Articles of Association of the**

### **International Non-Profit Association (AISBL)**

#### **European Network of Transmission System Operators for Gas**

#### **ENTSOG**

*Adopted on 14 December 2010 (1<sup>st</sup> Amendment)*

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## Chapter 1 – Definitions

### Article 1. – Definitions

For the application of the present Articles of Association, the following definitions shall apply:

**“Absolute Majority”** means a majority of more than fifty percent;

**“Act”** means the Belgian Act of 27 June 1921 on non-profit associations, international non-profit associations and foundations as amended from time to time;

**“Affiliated TSO”** means a TSO which controls, is controlled by, or is under common control with another TSO, but only while such control exists. For the purpose of this definition, “control” shall have the same meaning as defined in Article 2 paragraph 36 of Directive 2009/73/EC;

**“Agency”** means the Agency for the Cooperation of Energy Regulators established through Regulation EC/713/2009;

**“Annual Priority List”** means the annual priority list established by the Commission according to Article 6 of the Regulation;

**“Articles of Association”** means the present document;

**“Associated Partner”** means a transmission system operator for natural gas which is not a Member of the Association but meets the requirements laid down in Article 9a and has been granted the status of an Associated Partner by the General Assembly;

**“Association”** means the international non-profit association established under these Articles of Association;

**“Attending Representative”** means the natural person attending a meeting of the General Assembly physically or remotely on behalf of a Member;

**“Board”** means the managing body of the Association as described in Article 22;

**“Bodies”** means the bodies of the Association as referred to in Article 10;

**“Chairman”** means the natural person who chairs a meeting;

**“Commission”** means the Commission of the European Community;

**“Community”** means the European Community;

**“Composite Voting Rights”** means the average calculated over the First and the Second Part of the Voting Rights;

**“Directive”** means the Directive 2009/73/EC;

**“Employee”** means an employee of an undertaking or a person working for an undertaking on the basis of a management contract;

**“EU”** means the European Union;

**“European Network of Transmission System Operators for Gas”** means the organisation for cooperation of the European gas transmission system operators as defined in Article 4 of the Regulation;

**“General Assembly”** means the general assembly of the Association being the general leading body of the Association which is composed of the Members of the Association as described in Article 11;

**“General Manager”** means the natural person holding the position described in Article 33;

**“Guidelines”** means the documents which set out working processes of the Association adopted by the General Assembly;

**“Host TSO”** means the TSO employing an Employee;

**“Interactive Data Collection Process”** means a special form of stakeholder consultation in the development processes of the Association as further detailed in the Rules of Procedure;

**“Member”** means a founding member or a TSO which is admitted as a member in accordance with Article 7;

**“Member State”** means a member state of the EU;

**“Network Code”** means the set of common rules to be elaborated by the Association as described in Article 4 paragraph 3;

**“President”** means the natural person holding the position described in Article 22 paragraph 4;

**“Regulation”** means the Regulation EC/715/2009;

**“Regulatory Procedure with Scrutiny”** means the Committee procedure as referred to in Article 28 of the Regulation;

**“Representative”** means the natural person, designated by a Member in writing, who attends the General Assembly and exercises the rights of the Member represented;

**“Rules of Procedure”** means the internal regulations of the Association which complement the Articles of Association and are adopted by the General Assembly;

**“Secretary”** means the natural person who attends a meeting to act as secretary;

**“Simple Majority”** means the majority requirements for decisions of the General Assembly as defined in Article 19 paragraph 5 and Article 20 paragraph 7;

**“Special Majority”** means the majority requirements for decisions of the General Assembly as defined in Article 19 paragraph 6 and Article 20 paragraph 8;

**“Stakeholders’ Joint Working Sessions”** means a special form of stakeholder consultation used in the development processes of the Association as further detailed in the Rules of Procedure;

**“Stakeholder Support Process”** means a special form of stakeholder consultation used in the development processes of the Association as further detailed in the Rules of Procedure;

**“Subject Manager”** means a natural person holding the position described in Article 34;

**“Substitute Representative”** means an alternative representative of a Member as referred to in Article 14 paragraph 1;

**“TSO”** or **“Transmission System Operator”** means an undertaking which is a natural or a legal person designated as a transmission system operator for natural gas by a Member State in accordance with the provisions of Article 10 of the Directive;

**“Voting Rights”** means voting rights attributed to each Member in the First and the Second Part of the total voting rights as described in Article 17;

**“Working Group”** means a working group of the Association as referred to in Article 35.

## **Chapter 2 – Name and Legal form – Registered office – Purpose – Duration**

### **Article 2. – Name and Legal form**

1. The Association shall be governed by Belgian law, in particular the Act, which shall regulate anything not foreseen under these Articles of Association and the Rules of Procedure.
2. The Association shall be named “European Network of Transmission System Operators for Gas” or “ENTSOG” for short.
3. All documents of the Association issued to third parties, in particular invoices, deeds, announcements and publications, shall include the name of the Association preceded or followed by the words “Association Internationale Sans But Lucratif”, abbreviated as “AISBL”, as well as the address of its registered office.

### **Article 3. – Registered office**

The registered office of the Association shall be established in Brussels. The registered office of the Association may be transferred upon a decision of the General Assembly to any other place in Belgium which shall be published in the annexes to the Belgian official gazette.



**Article 4. – Purpose and activities**

1. The Association is established, on a non profit basis, in order to promote the completion and functioning of the internal market and cross-border trade for gas and to ensure the optimal management, coordinated operation and sound technical evolution of the European natural gas transmission network. Hereby the Association fulfils the Transmission System Operators' obligation to cooperate at Community level as defined in Article 4 of the Regulation.
2. The Association may undertake any activity, which directly or indirectly, enables it to achieve the above-mentioned purpose. The activities of the Association shall thus include at least the activities set out in paragraphs 3 to 9 of this Article.
3. Upon request of the Commission, the Association shall elaborate Network Codes in the following areas:
  - network security and reliability rules;
  - network connection rules;
  - third party access rules;
  - data exchange and settlement rules;
  - interoperability rules;
  - operational procedures in an emergency;
  - capacity allocation and congestion management rules;
  - rules for trading related to technical and operational provision of network access services and system balancing;
  - transparency rules;
  - balancing rules including network related rules on nominations procedure, rules for imbalance charges and rules for operational balancing between transmission system operators systems;
  - rules regarding harmonised transmission tariff structures; and
  - energy efficiency regarding gas networks.
  - The Network Codes shall be developed for cross-border network issues and market integration issues.
4. With a view to achieving the objectives set out in paragraph 1, the Association may also elaborate Network Codes in the areas mentioned in paragraph 3, where these codes do not relate to areas covered by a request addressed to the Association by the Commission.

5. Furthermore, the Association shall adopt:
- common network operation tools to ensure coordination of network operation in normal and emergency conditions, including a common incidents classification scale, and research plans;
  - a non-binding Community-wide ten-year network development plan (“Community-wide Network Development Plan”), including a European supply adequacy outlook, every two years;
  - recommendations on the coordination of technical cooperation between Community and third-country transmission system operators;
  - an annual work programme (“Annual Work Programme”);
  - an annual report;
  - annual summer and winter supply outlooks (“Annual Summer and Winter Supply Outlooks”).
6. The Association shall monitor and analyse the implementation of Network Codes once adopted by the Commission and made legally binding through the Regulatory Procedure with Scrutiny.
7. Within the Association, the Transmission System Operators shall promote their cooperation at regional level to contribute to the tasks mentioned in Article 4 paragraph 3, 4 and 5. Details are set out in Article 21 of the Rules of Procedure.
8. In accordance with its purpose, the Association shall provide, upon request or upon its own initiative, its opinion and/or view to the Commission, the Agency and other institutions and stakeholders.
9. The Association shall promote internal communication and knowledge-sharing between its Members.

**Article 5. – Duration**

1. The Association is established for an indefinite period.
2. In the event of resignation, exclusion or any other event affecting the membership of any Member of the Association, the Association shall continue to exist provided it has a minimum of three Members, who shall not belong to the same group of Affiliated TSOs.



## **Chapter 3 – Members – Associated Partners**

### **TITLE I – Members of the Association**

#### **Article 6. – Members of the Association**

1. The Association is composed of its Members. The Members shall be TSOs.
2. A register containing the current list of Members shall be retained at the Association's registered office. The register shall include the following indications for each Member: full name and address and/or seat, contact details including a dedicated e-mail address and fax number, date of admission, a copy of the document confirming the ongoing status of the designation as a TSO and the name of its Representative and Substitute Representative(s), if any, authorised to act in the name and on behalf of the respective Member at General Assembly meetings. A Member shall, as soon as possible, communicate in writing any change to this information to the General Manager who shall keep the register updated.
3. Each Member shall sign the register to indicate its agreement with the Articles of Association and the Rules of Procedure.
4. The Association has the right to charge annual fees to its Members in accordance with the provisions laid down in Article 36.

#### **Article 7. – Admission of new Members**

1. The Association has been established by the founding Members. The General Assembly may decide on admission of new Members, provided that the applicant is a TSO.
2. Any application for membership shall be addressed to the Board in writing. The Board shall submit the application to the General Assembly for decision. The applicant shall substantiate the approval and designation as TSO by (a) Member State(s) and shall indicate the country (or countries) where it is operating and the country where it is registered. Details of this process are set out in Article 2 of the Rules of Procedure.

3. Any decision rejecting an application for membership shall be reasoned.

**Article 8. – Resignation of Members**

1. Any Member may at any time resign from the Association by sending a letter by registered mail to the Board. The resignation shall take effect at the end of the accounting year, provided that the Board receives the resignation letter at least three months before the end of the current accounting year. Otherwise the resignation shall take effect at the end of the next accounting year.
2. Once the resignation is effective, a Member who has resigned shall have no claims against the assets of the Association, nor shall that Member have recourse on the fees already paid. The resigning Member remains liable for all fees payable towards the Association up to the effectiveness of the resignation.
3. Details are set out in Article 3 of the Rules of Procedure.

**Article 9. – Exclusion of Members**

1. Any Member who fails to meet the criteria for membership, who is in material breach of its duties under the Articles of Association or the Rules of Procedure, or who acts in a manner which is injurious to the interests of the Association may be excluded upon decision of the General Assembly.
2. The exclusion of a Member shall be put on the agenda of the meeting of the General Assembly which, after having heard the rebuttal of the Member concerned and taking into account any legal constraints which may exist, decides on the exclusion. The decision of the General Assembly shall take immediate effect.
3. Any Member who has been excluded shall have no claims against the assets of the Association on grounds of the exclusion, nor shall the excluded Member have recourse on the fees already paid. An excluded Member remains liable for all fees payable towards the Association including the fee of the current accounting year.
4. Details are set out in Article 4 of the Rules of Procedure.

## **TITLE II – Associated Partners**

### **Article 9a – Associated Partners**

1. The Association may have Associated Partners. An Associated Partner may only be an undertaking which is a natural or a legal person that is acting as a transmission system operator for natural gas in a Member State in and to which apply derogations and exemptions according to Article 30 of the Regulation in conjunction with Article 49 of the Directive.
2. Associated Partners are entitled to attend meetings of the General Assembly without having Voting Rights and participate in Working Groups to the extent granted by the Board.
3. A register containing the current list of Associated Partners shall be retained at the Association's registered office. The register shall include the following indications for each Associated Partner: full name and address and/or seat, name(s) of the legal representative(s), contact details including a dedicated e-mail address and fax number, date of admission, a copy of the document confirming the qualification as a transmission system operator for natural gas and the name(s) of the person(s) authorised to attend General Assembly meetings in the name and on behalf of the respective Associated Partner. An Associated Partner shall, as soon as possible, communicate in writing any change to this information to the General Manager who shall keep the register updated.
4. Each Associated Partner shall sign the register to indicate its agreement with the Articles of Association and the Rules of Procedure.
5. The Association has the right to charge annual fees to its Associated Partners in accordance with the provisions laid down in Article 36.

### **Article 9b – Admission of Associated Partners**

1. The General Assembly may decide on admission of Associated Partners, provided that the applicant fulfils the requirements set out in Article 9a paragraph 1.
2. Any application for becoming an Associated Partner shall be addressed to the Board in writing. The Board

shall submit the application to the General Assembly for decision. The applicant shall substantiate its qualification as a transmission system operator for natural gas and the fulfilment of the requirements set out in Article 9a paragraph 1 and shall indicate the country (or countries) where it is operating and the country where it is registered. For the details of this process the provisions set out in Article 2 of the Rules of Procedure shall be applied accordingly.

3. Any decision rejecting an application for becoming an Associated Partner shall be reasoned.

4. The status as an Associated Partner shall be granted for a period of five years. An Associated Partner shall apply for membership in accordance with Article 7 as soon as Article 30 of the Regulation in conjunction with Article 49 of the Directive do no longer apply to it anymore and at the same time it qualifies as a TSO. If the Associated Partner does not comply with this obligation, its status as an Associated Partner shall end automatically at the end of the calendar year in which the Associated Partner first qualified as a TSO, unless decided otherwise by the General Assembly. An Associated Partner shall inform the Association immediately of any relevant changes regarding the requirements set out in this paragraph.

#### **Article 9c – Resignation and Exclusion of Associated Partners**

1. An Associated Partner may at any time resign from the Association by sending a letter by registered mail to the Board. The resignation shall take immediate effect unless stated otherwise in the resignation letter.
2. Any Associated Partner who fails to meet the criteria set out in Article 9a paragraph 1, who is in material breach of its duties under the Articles of Association or the Rules of Procedure, or who acts in a manner which is injurious to the interests of the Association may be excluded upon decision of the General Assembly. The exclusion of an Associated Partner shall be put on the agenda of the meeting of the General Assembly which, after having heard the rebuttal of the Associated Partner concerned and taking into account any legal constraints which may exist, decides on the exclusion. The decision of the General Assembly shall take immediate effect. For the details of the process the provisions set out in Article 4 of the Rules of Procedure shall be applied accordingly.
3. Any Associated Partner that has resigned or has been excluded shall have no claims against the assets of the Association, nor shall that Associated Partner have recourse on the fees already paid. The resigning

or excluded Associated Partner remains liable for all fees payable towards the Association including the fee of the current accounting year.

## **Chapter 4 – Bodies of the Association**

### **Article 10. – Bodies of the Association**

The Bodies of the Association are:

- the General Assembly;
- the Board.

### **TITLE I – General Assembly**

#### **Article 11. – The General Assembly**

1. The Members shall constitute the General Assembly.
2. The General Assembly is the general leading body of the Association, and shall have full powers to enable the achievement of the Association's purpose. All powers not specifically attributed to the Board, belong to the General Assembly.
3. In particular the General Assembly is responsible for (without being limited to):
  - amendments of the Articles of Association;
  - approval of the accounts and budgets;
  - admission and exclusion of Members and Associated Partners;
  - determination of the annual fees of the Members and the Associated Partners;
  - designation and removal of Board members including the President;
  - designation and removal of the General Manager;
  - designation and removal of the Subject Managers;
    - establishment, restructuring, dissolution of Working Groups and definition of the scope of their activity;

- establishment, restructuring, dissolution of regional groups and teams and definition of the scope of their activity;
- designation and removal of the statutory auditor, if applicable;
- discharge of the Board members and, if applicable, the statutory auditor;
- adoption of and amendments to the Rules of Procedure;
- dissolution of the Association;
- adoption of strategic recommendations;
- adoption of Network Codes in the areas set out in Article 4 paragraph 3;
- adoption of common network operation tools and research plans;
  - adoption of a Community-wide Network Development Plan every two years;
  - adoption of an annual work programme;
  - adoption of an annual report;
  - adoption of an annual summer and winter supply outlook;
  - decision upon an appeal as laid down in the Rules of Procedure;
  - adoption of the Guidelines of the Association;
  - adoption of any agreement with external bodies and other associations.
4. The General Assembly may at any time request the Board to have a specific activity initiated and executed within the purpose of the Association and define the scope of such activity.

**Article 12. – Meetings of the General Assembly**

1. The General Assembly shall meet whenever necessary but an ordinary meeting of the General Assembly shall take place at least twice within a calendar year, at the place, date and time laid down in the notice calling the meeting. Details are set out in Article 10 of the Rules of Procedure.
2. Meetings of the General Assembly shall be called by the President upon decision of the Board when the interests of the Association require so, or upon the request of Members representing at least twenty percent of the total Voting Rights in at least the First or the Second Part of the Voting Rights.

**Article 13. – Agenda and Notices calling General Assembly meetings**

1. The Board, upon proposal of the President, shall set the agenda of a General Assembly meeting which shall indicate those items submitted for information and those submitted for decision.
2. A Member may at any time submit an agenda item to the General Manager who shall forward the request to the Board. The Board shall add the item to the agenda of the first meeting of the General Assembly following the request, provided the Member has submitted its request in writing at least one day before the allowed time to send out the agenda according to paragraphs 3 and 4.
3. Based on a prior decision of the Board, the General Manager shall send to each Member and Associated Partner in writing a notice calling a General Assembly meeting, which shall specify the time and place of the meeting as well as a preliminary list of the topics on the agenda, at least thirty calendar days before the meeting. The final agenda of the meeting shall be sent by the General Manager to the Members and the Associated Partners in writing at least fifteen calendar days prior to the meeting.
4. If the Board decides that, due to a specific time constraint, a shorter notice period is needed, the notice period may be then reduced to a minimum of fifteen calendar days. The decision of the Board shall be duly reasoned. The final agenda of the meeting shall be sent by the General Manager to the Members and the Associated Partners in writing at least eight calendar days prior to the meeting.
5. If the meeting is requested by Members in accordance with Article 12 paragraph 2, such request shall be submitted in writing to the General Manager and include (i) the names and signatures of the Members that formulate the request and (ii) the items which are to be included in the agenda. Within fifteen calendar days from the receipt and subject to verification that the request meets the requirements of Article 12 paragraph 2, the Board shall decide on a date for the meeting, which shall be held as soon as possible and at the latest within two months from the receipt of the request. Upon this decision the President shall ask the General Manager to give notice to all Members and Associated Partners in accordance with paragraphs 1 and 2 of this Article. The notice calling the meeting shall indicate the names of the Members who have requested the meeting.
6. The agenda can only be amended at a meeting when all Members of the Association are present and upon their unanimous approval.

7. The validity of the notice calling a General Assembly meeting cannot be challenged by Members present or represented unless this is done explicitly prior to the meeting concerned.
8. Details are set out in Article 7 of the Rules of Procedure.

**Article 14. – Attendance and admission to meetings of the General Assembly**

1. Each Member, by its Representative, shall be invited to attend the meetings of the General Assembly. If a Member's Representative is unable to attend a General Assembly meeting, that Member may be represented by a Substitute Representative, to the extent the name of the Substitute Representative has been communicated in writing to the General Manager prior to the meeting in accordance with Article 6 paragraph 2. Details regarding the appointment of Representatives and Substitute Representative(s) are set out in Article 5 of the Rules of Procedure.
2. The following persons shall be invited to attend General Assembly meetings in their respective capacity without Voting Rights:
  - Board members;
  - if applicable, the statutory auditor;
  - each Associated Partner, by one of the persons authorised to attend General Assembly meetings in the name and on behalf of the respective Associated Partner.
3. The following persons shall be entitled to attend General Assembly meetings without Voting Rights:
  - the General Manager;
  - the Additional Attendee of a Member as defined in Article 6 of the Rules of Procedure.
4. Subject Managers, other staff of the Association or external persons may be invited to attend General Assembly meetings without Voting Rights:
  - on discretion of the General Assembly;
  - on discretion of the Board;
  - on discretion of the President;
  - on discretion of the General Manager.



5. Upon request of any Member the Chairman of the meeting shall in cases b), c) and d) mentioned in paragraph 4 ask the General Assembly to give its consent to the attendance of the invitee to the meeting or parts thereof.

**Article 15. – Proxies at a General Assembly meeting**

Each Member may be represented at the General Assembly by another Member or the Chairman of the meeting by means of a written proxy. A proxy may either be given with an instruction on how to cast the vote(s) on specific decisions (“Bound Proxy”) or without instruction (“Open Proxy”). A combined proxy shall be regarded as an Open Proxy. A proxy holder may not hold Open Proxies for more than twenty five percent of the total Voting Rights in at least the First or the Second Part of the Voting Rights including its own Voting Rights. A proxy holder may hold an unlimited number of Bound Proxies.

**Article 16. – Chairman and Secretary of the General Assembly**

1. The meetings of the General Assembly shall be chaired by the President or in his/her absence by a Board member chosen by the Members present or represented at the General Assembly upon a recommendation of the Board members present at the meeting.
2. The Secretary to the General Assembly shall be the General Manager or in his/her absence a member of the administrative staff of the Association.

**Article 17. – Voting in the General Assembly**

1. Members have Voting Rights. The Voting Rights are determined as defined in the following provisions.
2. The first part of the voting system will confer equal voting weight to each Member State represented in the Association (“First Part of the Voting Rights”).
3. The second part of the voting system will confer voting weight to each Member State represented in the Association according to the following principles (“Second Part of the Voting Rights”):

Each Member State represented in the Association shall be attributed a voting weight based on the ratio of

its population to the total population of the Member States represented in the Association up to a maximum of ten percent.

An additional voting weight equal to the difference between the sum of all voting weights resulting from the calculation method as defined under a) and one hundred percent shall be distributed among those Member States represented in the Association identified as countries of special EU grid connection significance by a decision of the General Assembly based in particular on the consideration that their respective cross-border system entry capacity is more than twice of their national demand or their respective upstream entry capacity associated with national production exceeds their national demand and that their respective voting weight as defined under a) does not exceed four percent (“Countries of Special EU Grid Connection Significance”).

Each Country of Special EU Grid Connection Significance shall be attributed a part of the additional voting weight as referred to under b) which is proportionate to the ratio of its population to the total population of the Countries of Special EU Grid Connection Significance.

4. The respective First and Second Part of the Voting Rights attributed to each Member State represented in the Association shall be determined by the General Assembly at least once a year at the meeting approving the budget based on the principles as laid down in paragraphs 2 and 3.
5. The distribution of the Voting Rights attributed to each Member State represented in the Association between the Members belonging to the same Member State shall be determined by mutual agreement between those Members and communicated to the Board not later than thirty calendar days after the General Assembly meeting having determined the Voting Rights of each Member State represented in the Association. In case no mutual agreement is communicated to the Board within this period, the General Assembly, upon a proposal of the Board, shall determine a provisional distribution of the Voting Rights among the Members belonging to the Member State concerned.
6. The distribution of Voting Rights according to paragraph 5 shall be reviewed in case an admission, resignation or exclusion of a Member affects the distribution within a Member State represented in the Association. The new distribution mutually agreed by the Members belonging to the respective Member State shall be communicated to the Board not later than thirty calendar days after the effectiveness of

the admission, resignation or exclusion. In case no mutual agreement is communicated to the Board within this period, the General Assembly, upon a proposal of the Board, shall determine a provisional distribution of the Voting Rights among the Members belonging to the Member State concerned.

7. Changes to the distribution of Voting Rights within a Member State represented in the Association shall take effect as from the next General Assembly meeting or written procedure held after the notification of the mutual agreement to the Board. A provisional distribution decided on by the General Assembly shall take effect immediately and shall apply until a mutual agreement is communicated to the Board. For the purpose of the calculation of quorum as defined in Article 19 paragraph 2 and Article 20 paragraph 5 the Voting Rights of an excluded Member shall not be taken into account.
8. Members whose membership fees have not been paid in time shall not be entitled to exercise their Voting Rights until full payment has been made in accordance with the provisions laid down in Article 36. This shall not affect the basis for the calculation of the quorum.

**Article 18. – Proceedings of the General Assembly**

1. Resolutions of the General Assembly shall be adopted either at its meetings held in accordance with Article 19 or by written procedure in accordance with Article 20.
2. On the date of the meeting each Attending Representative or proxy holder shall sign an attendance list, indicating his/her own name as well as the Member's name and the Member's name a proxy is held for.

**Article 19. – Deliberations of the General Assembly**

1. The Members at the General Assembly may deliberate only on the matters set out in the agenda mentioned in the notice calling the meeting, unless all Members are present and decide unanimously to discuss and decide on other matters.
2. Unless otherwise provided for in these Articles of Association, a General Assembly shall be deemed to be quorate when the Members present or represented at the meeting represent at least fifty-five percent of the First Part of the Voting Rights and at least fifty-five percent of the Second Part of the Voting Rights as defined in Article 17. When the quorum is not reached, a subsequent meeting should be called within

- the next thirty calendar days after the first meeting. This second meeting of the General Assembly shall be entitled to take valid decisions irrespective of the number of Members present or represented provided that this is stated in the notice calling the meeting.
3. The General Assembly may use two types of decision making processes, firstly, where a decision on a single proposal is required, and secondly where a choice is to be made between a series of options.
  4. Where decisions on a single proposal are required, the General Assembly aims to achieve unanimity of all Members present or represented for all decisions to be taken. However, when no such unanimity can be reached, a decision of the General Assembly shall be adopted by a Simple Majority for all decisions, except those for which a Special Majority is needed in accordance with these Articles of Association.
  5. A Simple Majority requires the approval by votes cast by Members present or represented at the General Assembly representing at least sixty percent of the First Part of the Voting Rights and sixty percent of the Second Part of the Voting Rights cast.
  6. A Special Majority requires the approval by votes cast by Members present or represented at the General Assembly representing at least seventy percent of the First Part of the Voting Rights and seventy percent of the Second Part of the Voting Rights cast.
  7. Both in case of a Simple and Special Majority, an abstention or invalid vote is not taken into account.
  8. Where a choice between two or more proposals is required, the General Assembly shall use the following process. In this case an option to refuse any of the proposals shall be added to the list of proposals to be voted on in the first and the second voting stage.
    - (i) If one of the options achieves the required majorities for both First and Second Part of the Voting Rights in the first voting stage then that option is adopted.
    - (ii) Otherwise the options shall be ranked according to the Composite Voting Rights, of which the two top ranked alternatives shall be voted upon in a second voting stage. If one of the options achieves the required majorities for both First and Second Part of the Voting Rights then that option is adopted.
    - (iii) Otherwise the top ranked option according to the Composite Voting Rights shall be voted upon in a third voting stage. If this option achieves the required majorities for both First and Second Part of the Voting Rights then that option is adopted.

**Article 20. – Written procedure**

1. The General Assembly may also take decisions by written procedure.
2. In that case the Board shall prepare a draft resolution for the General Assembly to be decided on. For this purpose the President shall submit, upon instruction of the Board, the draft resolution and a voting form to each Representative of a Member. The voting form may also be submitted, upon instruction of the Board, by a third party performing e-voting services on behalf of the Association.
3. Within a period of seven calendar days as from the date on which the draft resolution has been submitted, Members representing at least twenty percent of the total Voting Rights in at least the First or the Second Part of the Voting Rights may request a General Assembly meeting instead of the written procedure.
4. The voting form shall specify the technical procedure that has to be followed in order to cast the vote, as well as the period during which the vote is open (“Voting Period”), which shall be at least fifteen calendar days as from the date on which the draft resolution has been submitted to the Members. During the Voting Period the President, or the General Manager on his/her behalf, shall supervise the vote and the counting of the votes cast by the Members, with the assistance, as the case may be, of a third party performing e-voting services.
5. Unless otherwise provided for in these Articles of Association, a written vote shall be quorate where the expressed votes, including invalid votes and expressed abstentions, represent at least fifty-five percent of First Part of the Voting Rights and at least fifty-five percent of Second Part of the Voting Rights as described in Article 17. Should this condition of quorum not be fulfilled, the President shall, within seven calendar days as from the end of the Voting Period, call for a new vote on the same draft resolution by written procedure opening a second Voting Period of at least seven calendar days. At the end of this second Voting Period, the decisions of the General Assembly may be valid irrespective of the quorum requirements being met, provided that this is stated in the notice calling for the new vote in a second Voting Period.

6. A written decision of the General Assembly shall be adopted by a Simple Majority for all decisions, except those for which a Special Majority is needed in accordance with these Articles of Association.
7. A Simple Majority requires the approval by votes cast by Members representing at least sixty percent of the First Part of the Voting Rights and sixty percent of the Second Part of the Voting Rights.
8. A Special Majority requires the approval by votes cast by Members representing at least seventy percent of the First Part of the Voting Rights and seventy percent of the Second Part of the Voting Rights.
9. Both in case of a Simple and Special Majority, an abstention or invalid vote is not taken into account.
10. For the avoidance of any doubt, Articles 12 to 16 are not applicable to the written procedure.
11. The written procedure cannot be followed where the decision of the General Assembly must be recorded in a notary deed.

**Article 21. – Resolutions and Minutes**

1. Any resolution adopted by the General Assembly shall be recorded in a separate document. These resolutions shall come into force with immediate effect from the date of the General Assembly meeting or from the end of the Voting Period as defined in Article 20, unless stated otherwise in the resolution.
2. The minutes of a General Assembly meeting shall be drafted by the Secretary to the General Assembly, confirmed by the Chairman of that meeting and sent out to each Member.
3. The minutes of the meeting shall be adopted at the next General Assembly meeting. Once approved, the minutes of the meeting shall be kept at the registered office of the Association and at any time be made available to the Members and the Associated Partners.
4. The President, or the General Manager on his/her behalf, shall communicate to the Members in writing the results of the votes cast on written proposals in accordance with Article 20 as soon as possible, but

within a maximum of fifteen calendar days after the end of the Voting Period in which the votes were cast. At the same time the decision adopted by the General Assembly by written procedure shall be sent out to the Members and the Associated Partners.

5. Details are set out in Article 9 of the Rules of Procedure.

## **TITLE II – Board – President**

### **Article 22. – The Board – Composition**

1. The Board consists of minimum three and maximum twelve persons, including a President.
2. The Board members are elected by the General Assembly in accordance with the provisions laid down in Article 24.
3. A Board member may resign by notifying his/her decision to the General Assembly. A Board member whose TSO is no longer a Member of the Association or a Board member who is no longer an Employee of a Member shall be considered to have resigned with immediate effect. The same shall apply if a Board member changes his/her Host TSO. The decision on any replacement shall be taken by the General Assembly as soon as possible within a period not exceeding three months. Details are set out in Articles 17 and 18 of the Rules of Procedure.
4. The President shall be a Board member and have the following powers and tasks:
  - he/she chairs the General Assembly meetings and the Board meetings;
  - he/she is the legal external representative of the Association in line with Article 32;
  - he/she is the Board's main contact for the General Manager;
  - he/she fulfils any other other tasks given to him/her by the Articles of Association or the Rules of Procedure.
5. There shall be only one Board member per group of Affiliated TSOs.

**Article 23. – Tasks of the Board**

1. The Board is entrusted with the following powers:

prepare the meetings of the General Assembly and propose to the General Assembly any draft resolution it considers appropriate;

propose to the General Assembly budgets and accounts, including the annual fees;

propose to the General Assembly a draft of strategic recommendations;

propose to the General Assembly a draft of network codes in the areas set out in Article 4 paragraph 3;

propose to the General Assembly a draft of common network operation tools and research plans;

propose to the General Assembly a draft of a Community-wide Network Development Plan every two years;

propose to the General Assembly a draft of an Annual Work Programme;

propose to the General Assembly a draft of an annual report;

propose to the General Assembly a draft of an Annual Summer and Winter Supply Outlook;

propose non-binding recommendations to the General Assembly for the designation of the General Manager and Subject Manager(s);

prepare the agenda for General Assembly meetings;

follow-up and execution of decisions of the General Assembly;

coordinate the overall representation of the Association;

perform the day-to-day management of the Association;

manage and execute issues delegated by the General Assembly to the Board;

distribute work delegated to the Board between the Working Groups in line with the scope of their activity;

coordinate the work of the Working Groups;

- distribute work between regional groups and teams;
- coordinate the activities of the regional groups and teams and the activities of the relevant Working Groups;



- establish and dissolve task forces and define the scope of their activities;
  - propose to the General Assembly draft amendments of the Articles of Association;
  - propose to the General Assembly draft Rules of Procedure and draft amendments of the Rules of Procedure;
  - submit to the General Assembly an assessment regarding the admission and exclusion of Members and Associated Partners;
  - propose to the General Assembly the establishment, restructuring, dissolution of Working Groups and definition of the scope of their activity;
  - propose to the General Assembly the establishment, restructuring, dissolution of regional groups and teams and definition of the scope of their activity;
  - propose to the General Assembly the dissolution of the Association;
  - propose to the General Assembly Guidelines of the Association for approval;
  - grant to the Associated Partners the right to participate in Working Groups.
2. The Board may also, within the budget approved by the General Assembly, establish a staff. For this purpose the General Manager shall prepare and submit to the Board a proposal for staffing and related budget.
3. The Board may delegate the day-to-day management of the Association as well as other of its tasks to the General Manager. Day-to-day management shall include at least the following tasks:

within the budget determined by the General Assembly the payment of all expenses of the Association and entering into any agreement in the name and on behalf of the Association or committing the Association for any expense which is useful or necessary to the practical functioning of the Association regarding day-to-day business activities. This includes in particular without being limited to:

entering into office lease agreements and acting on behalf of the Association in its relationship with the owner of leased offices, including notably the termination of lease agreements;

buying or renting office furniture, telecom and computer equipment, office supplies, and vehicles;

entering into agreements with external service providers and acting on behalf of the Association in its relationship with these providers;

hiring the staff of the Association and acting on behalf of the Association in its relationship with its

employees, including notably the termination of labour contracts;

opening and managing bank accounts and entering into insurance agreements;

acting on behalf of the Association for all tax, social and administrative requirements;

managing legal, tax and administrative procedures before national or international courts and bodies, whether judicial or administrative, to which the Association is a party, provided the amount at stake does not exceed 10 000 Euros.

4. The General Manager shall regularly report to the Board on the tasks delegated to him/her.
5. The Board may delegate any special powers to a person through a mandate stating the scope and duration of the delegation. The person to whom the mandate is given shall report to the Board on the tasks delegated to him/her.

**Article 24. – Designation of Board members and term of office**

1. Each Member shall have the right to propose candidates for the Board. The elections shall be by secret ballot, except (i) if there are less candidates than vacant mandates and (ii) if the Assembly unanimously decides to deviate from the principle of a secret ballot. Details are set out in Articles 13 and 14 of the Rules of Procedure.
2. The term of office is three years. Individual Board members can be re-elected only once consecutively except where the interest of the Association requires a re-election. A member of the Board can be dismissed at any time by a decision of the General Assembly.

**Article 25. – Vacancy before end of term of Board members**

1. In the event a vacancy occurs, the Board may appoint a provisional replacement who shall fill the position until the following General Assembly meeting at which a decision on the replacement of the Board member shall be taken to fill the position until the end of the initial mandate. Details are set out in Articles 18 of the Rules of Procedure.

2. The Members and the Associated Partners shall be informed immediately about any such replacement.

**Article 26. – Board meetings**

1. The Board shall meet whenever necessary at the place, date and time laid down in the notice calling the meeting.
2. The Chairman of the Board meetings shall be the President or in his/her absence another Board member chosen by the Board members present at the meeting.
3. The Secretary to the Board shall be the General Manager or in his/her absence a member of the administrative staff, without having voting rights.
4. Details are set out in Article 11 of the Rules of Procedure.

**Article 27. – Agenda and Notices calling Board meetings**

1. Unless dictated otherwise by the circumstances, notices calling Board meetings, specifying time, place and agenda of the meeting, shall be sent to the Board members by the General Manager
  - a) at least eight calendar days before the meeting when based on a prior schedule decided by the Board setting time and place;
  - b) at least eight calendar days before the meeting when requested by at least three Board members; or
  - c) at least three calendar days before the meeting when in urgent cases an extraordinary meeting is requested by the President.
2. The agenda of a Board meeting shall be set by the President and shall indicate those items which are submitted for information and those which are submitted for decision. An extra item shall be added to the agenda upon request by at least three Board members if submitted to the General Manager at the latest five calendar days or in case of an extraordinary meeting two calendar days before the meeting.

3. For those items submitted for decision and otherwise where appropriate, an item of the agenda shall have supporting documents attached. Those documents shall be made available by the General Manager to each Board member at least eight calendar days or in urgent cases three calendar days before the meeting unless dictated otherwise by the circumstances.
4. The agenda can only be amended at a meeting when all Board members are present and upon their unanimous approval.
5. The validity of the notice calling the meeting cannot be challenged by Board members who are present, unless this is done explicitly prior to the meeting concerned.
6. Details are set out in Article 11 of the Rules of Procedure.

**Article 28. – Proxies at a Board meeting**

Each Board member may be represented at a Board meeting by another Board member holding a written proxy. A proxy may either be given in form of a Bound Proxy or an Open Proxy as defined in Article 15. A combined proxy shall be regarded as an Open Proxy. A Board member may not hold Open Proxies for more than twenty five percent of the total number of votes including his/her own votes. A Board member may hold an unlimited number of Bound Proxies.

**Article 29. – Decisions of the Board**

1. The Board can validly deliberate and take decisions when at least two-thirds of the Board members are present or represented. When the meeting is not quorate, a subsequent meeting shall be called within eight calendar days after the first meeting. This second meeting shall be entitled to take valid decisions irrespective of the number of Board members present or represented, provided that this is stated in the notice calling the meeting.
2. Each Board member shall have one vote. Decisions of the Board shall be taken by an Absolute Majority of votes cast.

3. The Board may adopt written decisions, without any physical meeting or deliberation. The Board member proposing a written decision must send out his/her draft to all Board members. The written decision shall be deemed adopted where it has been approved, without any reservation, by the Absolute Majority of the Board members within a Voting Period of seven calendar days after the proposal was sent out to the Board members. If the required majority of votes is met at the end of the Voting Period, the proposed decision shall be adopted from this moment and a note recording the written decision shall be sent out the same day to all Members and Associated Partners in accordance with Article 11 paragraph 3 of the Rules of Procedure. The result of the written decision shall at any time be made available to the Members.
4. Any Board member may join a meeting by means of remote access such as, but not limited to, conference call or videoconference. The technical requirements to join the Board meeting shall be sent to the Board members with the notice calling the meeting. Any Board member attending the meeting remotely shall be considered as being present at the meeting.
5. The Board members may only deliberate on the matters set out in the agenda mentioned in the notice calling the meeting, unless all Board members are present and decide unanimously to discuss and decide on other matters.
6. In case of a tie, the proposal concerned is rejected.
7. Resolutions of the Board shall come into force with immediate effect from the date of the Board meeting or in case of a written decision at the end of the Voting Period, unless stated otherwise in the resolution.

**Article 30. – Appeal against Board decisions**

Any Member has the right to file an appeal before the General Assembly against a decision taken by the Board. Details of the appeal process are set out in Article 12 of the Rules of Procedure.

**Article 31. – Minutes**

1. Decisions taken by the Board shall be recorded in the minutes of the meeting, except for written decisions adopted in accordance with Article 29 paragraph 3.



2. The minutes shall be drafted by the Secretary to the Board, confirmed by the Chairman and sent to each Board member.
3. The minutes of the meeting shall be adopted at the next Board meeting. Once approved the minutes of the meeting shall at any time be made available to the Members.
4. Details are set out in Article 11 of the Rules of Procedure.

**Article 32. – External representation of the Association**

1. The Board has the general power of representation. In addition to the general power of representation vested in the Board, the Association may also be represented towards third parties, before the courts and in official deeds by the President acting alone or in his absence by two Board members acting jointly.
2. Within the framework of the day-to-day management delegated to him/her, the Association can also be represented by the General Manager acting alone.
3. Within the framework of their mandate, special proxy holders may validly represent the Association upon a decision of the respective competent Body.

**Chapter 5 – General Manager – Subject Managers – Working Groups**

**Article 33. – The General Manager**

1. The General Manager is designated by the General Assembly upon a non-binding recommendation of the Board. Details are set out in Article 15 of the Rules of Procedure.
2. The General Manager shall attend the Board meetings and shall be Secretary to the Board. The General Manager has no voting rights in the Board meetings.
3. The General Manager shall also be Secretary to the General Assembly meetings.

4. The General Manager has the powers delegated to him/her by the Board.
5. The General Manager may be assisted by the administrative staff of the Association established by the Board.

**Article 34. – The Subject Managers**

1. The Subject Managers are designated by the General Assembly upon a non-binding recommendation of the Board. Details are set out in Article 16 of the Rules of Procedure.
2. A Subject Manager has the powers delegated to him/her by the Board or the General Manager.

**Article 35. – Working Groups**

1. The General Assembly may establish Working Groups.
2. Working Groups are open to all Members. The Board upon proposal of the General Manager may decide upon granting the right to Associated Partners to participate in a particular Working Group in general or limited in time or to a certain topic.
3. The Rules of Procedure provide further rules applicable to the Working Groups. Details are set out in Articles 19 and 20 of the Rules of Procedure.

**Chapter 6 – Accounts – Budget and Subscriptions**

**Article 36. – Accounting year – Budgets and annual accounts – Annual fee**

1. The accounting year shall start on the first of January and shall end on the thirty first of December of each year.
2. Within four months after the beginning of each accounting year, the Board shall submit the annual accounts for the past accounting year to the General Assembly for approval within six months after the beginning of each accounting year.

3. The Board shall submit the budget for each accounting year to the General Assembly for approval at the latest two months before the beginning of the respective accounting year.
4. Together with the determination of the budget, the General Assembly shall determine the annual fee to be paid by each Member for the next accounting year. The annual fee intended to cover the budget shall be proposed by the Board and shall be proportional to the Composite Voting Rights of the respective Members that are expected to be Members in the next accounting year. With regard to Associated Partners, the General Assembly shall also determine the annual fee consisting of an appropriate lump-sum payment which shall be equal for all Associated Partners.
5. Unless decided otherwise by the General Assembly, the annual fee shall be due on the first of January of each year and shall be paid by the thirty first of January at the latest. New Members shall pay a fee which shall be equal, pro rata temporis, to what would have been due by a Member having the same Voting Rights. New Associated Partners shall pay a fee pro rata temporis based on the annual fee determined for Associated Partners.
6. Should the fees not be determined in due time by the General Assembly, the Board shall be authorised to request from the Members and the Associated Partners partial payments equivalent to the fees determined for the previous accounting year pro rata temporis. These provisional payments shall be set off against the final annual fee determined by the General Assembly.
7. Where required by the applicable legal provisions, the annual accounts for the past accounting year shall be audited by one or more certified accountants or auditors appointed by the General Assembly.
8. Further details are set out in Article 25 of the Rules of Procedure.



## **Chapter 7 – Amendments to the Articles of Association – Dissolution**

### **Article 37. – Amendments to the Articles of Association**

1. Any proposal to amend the Articles of Association can be made to the General Assembly when the Board or Members representing twenty percent of the Voting Rights in each Part of the Voting Rights supports it.
2. The Board shall inform the Members of the date of the meeting of the General Assembly at which such a proposal is to be considered. The purpose of the decision to be taken must be specifically mentioned in the notice calling the meeting.
3. At least two-thirds of the Members must be present or represented at the meeting of the General Assembly to be quorate. If this latter condition is not met, a new meeting must be called at the earliest fifteen calendar days after the first meeting. For this second meeting no quorum of presence shall be required provided that this is stated in the notice calling the second meeting.
4. The decision shall only be taken validly with a Special Majority.
5. Amendments to the purpose of the Association shall only enter into force after approval by the competent authority in accordance with article 50 paragraph 3 of the Act and after publication in the annexes to the Belgian official gazette in accordance with article 51 paragraph 3 of the Act. Amendments to the Articles of Association have to be decided by a General Assembly meeting held before a notary.

### **Article 38. – Dissolution**

1. Any proposal to dissolve the Association shall be made by the Board.
2. At least three months in advance the Board shall inform the Members of the Association of the date of the General Assembly meeting at which such a proposal is to be considered. The purpose of the decision to be taken must be specifically mentioned in the notice calling the meeting.
3. At least two-thirds of the Members must be present or represented at this meeting of the General

Assembly to be quorate. If this latter condition is not met, a new meeting must be called at the earliest fifteen calendar days after the first assembly. For this second meeting no quorum of presence shall be required provided that this is stated in the notice calling the second meeting.

4. The decision shall only be taken validly with a Special Majority.
5. The General Assembly shall determine the method of dissolution and liquidation of the Association. Any net assets remaining after the liquidation shall be assigned to a private non-profit legal entity with a similar purpose to that of the liquidated association or, failing which, shall be used for a non-profit purpose.

## **Chapter 8 – Final Provisions**

### **Article 39. – Jurisdiction**

All disputes arising out of or in connection with the present Articles of Association shall be submitted to the courts of the place of the registered office of the Association which shall have exclusive jurisdiction.

### **Article 40. – Rules of Procedure**

Processes and procedures within the Association may be regulated by Rules of Procedure proposed by the Board and approved or amended by a decision of the General Assembly.

### **Article 41. – Adherence**

1. By accepting membership of the Association, each Member accepts the Articles of Association and the Rules of Procedure of the Association.
2. Further, the Members undertake to follow decisions of the Association and use their reasonable endeavours to work in the best interest of the Association at all times in the context of the purpose of the Association as set out in Article 4 paragraph 1 provided that Members shall not be required to do or undertake to do anything that would cause them to be in breach of any applicable rule of national or European law nor to implement any provision of a Network Code which has not become legally binding.
3. By accepting associated partnership of the Association, each Associated Partner accepts the Articles of

Association and the Rules of Procedure of the Association.

**Article 42. – Language and interpretation**

1. The working language of the Association is English. These Articles of Association and the Rules of Procedure shall be written in French as one of the official languages in Belgium. The Articles of Association and the Rules of Procedure shall be registered in accordance with Belgian law.
2. These Articles of Association as well as the Rules of Procedure shall exist in an English and French version. In case of doubt, the Articles of Association and the Rules of Procedure shall be interpreted according to the will of their authors as expressed in the English version of these Articles of Association and the Rules of Procedure.

**Article 43. – Transitional provisions**

Within a period of 36 months after the entry into force of the Directive the founding Members do not have to comply with the requirement of being designated as a TSO and the General Assembly may in addition to the provision of Article 7 decide to admit as a new Member a legal person having applied for designation and being expected to be designated in the near future as a TSO by a Member State. In case a Member having been admitted under these transitional provisions is refused the designation as a TSO by its Member State without further possibility to appeal against this decision, the General Assembly shall decide upon an exclusion of this Member in accordance with the provisions of Article 9.