

**Articles of Association of the  
International Non-Profit Associations (AISBL)  
European Network of Network Operators for Hydrogen**

**ENNOH**

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## CHAPTER 1 – DEFINITIONS

### Article 1. – Definitions

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

- 1) “Absolute Majority” means a majority of more than fifty per cent;
- 2) “Agency” means the European Union Agency for the Cooperation of Energy Regulators established through Regulation EU/2019/942;
- 3) “Annual Priority List” means the annual priority list established by the Commission according to Article 71 of the Regulation;
- 4) “Articles of Association” means the present document;
- 5) “Associated Partner” means an entity designated by a Member State to be informed about the work undertaken by the Association, which participates in the Association without voting rights, as described in Article 11;
- 6) “Association” means the international non-profit association established under these Articles of Association;
- 7) “Attending Representative” means the natural person attending a meeting of the General Assembly physically or remotely in name and on behalf of a Member;
- 8) “Board” means the managing body of the Association as described in Title II;
- 9) “Bodies” means the bodies of the Association as referred to in Chapter 4;
- 10) “Chairperson” means the natural person who chairs a meeting;
- 11) “Code” means the Belgian Code on Companies and Associations as amended from time to time;
- 12) “Commission” means the Commission of the European Union;
- 13) “Composite Voting Rights” means the average calculated over the First and the Second Part of the Voting Rights;
- 14) “Directive” means the Directive EU/2024/1788, in its last valid version or any subsequent Directive repealing and replacing it;
- 15) “Director” means the natural person holding the position described in Article 41;
- 16) “Drafting Committee” means the drafting committee established according to article 72 of the Regulation;
- 17) “Employee” means an employee of an undertaking or a person working for an undertaking on the basis of a management contract;
- 18) “EU” means the European Union;
- 19) “ENTSO for Gas” means the “European Network of Transmission System Operators for Gas”, the organisation for the cooperation of the European gas transmission system operators as defined in the Regulation.
- 20) “EU DSO Entity” means the “European Entity for Distribution System Operators”, the organisation for the cooperation of the European distribution system operators as defined in the Regulation.
- 21) “ENTSO for Electricity” means the “European Network of Transmission System Operators for Electricity”, the organisation for the cooperation of the European electricity transmission system operators as defined in Regulation EU/2019/943.
- 22) “Founding Member” means the Members listed in the notarial deed of incorporation.
- 23) “General Assembly” means the general leading body of the Association, composed of the Members of the Association as described in Title I.

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- 24) "Guidelines" means the documents which set out working processes and internal procedures of the Association adopted by the General Assembly;
- 25) "Grid Significance Factor" means an agreed corrective factor that will be applied to a pool of votes made up of the share of the population from countries that exceed 10 % of the EU population, as described in Article 13 of the Rules of Procedure;
- 26) "HTNO" means an EU hydrogen transmission network operator as defined in the Directive;
- 27) "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 on Consulting Stakeholders;
- 28) "Member" means members admitted to the Association in accordance with Article 6;
- 29) "Member State" means a member state of the EU;
- 30) "Network Code" means the set of common rules to be elaborated by the Association as described in Article 4;
- 31) "Observer" means a legal entity that has been granted the status of an Observer by the General Assembly as described in Article 14;
- 32) "President" means the Board member having attributed powers described in Article 29 paragraph 5 and elected according to Article 17 paragraph 4 of the Rules of Procedure;
- 33) "Regulation" means Regulation EU/2024/1789 in its last valid version or any subsequent Regulation repealing and replacing it;
- 34) "Representative" means the natural person and legal representative of either a Member, an Associated Partner or Observer. He/She is designated in writing, and attends the General Assembly and exercises the rights of either the Member, the Associated Partner or the Observer represented;
- 35) "Rules of Procedure" means the internal regulations of the Association which complement the Articles of Association and are adopted by the General Assembly;
- 36) "Rules of Procedure on the Consultation of Stakeholders" means the rules to complement the Articles of Association and are adopted by the General Assembly. These rules define practical and technical matters and procedures governing how the Association will consult stakeholders;
- 37) "Secretary" means the natural person who attends a meeting to act as secretary;
- 38) "Secretariat" means the team responsible for supporting the association's day-to-day operations, coordinating and facilitating its activities, executing the tasks delegated by the General Assembly and the Board, and ensuring proper communication with members and external stakeholders;
- 39) "Qualified Majority" means the majority requirements for decisions of the General Assembly as defined in Article 26 paragraph 10;
- 40) "Review Committee" means the body of the Association as described in Title III.
- 41) "Special Majority" means the majority requirements for decisions of the General Assembly as defined in Article 26 paragraph 11;
- 42) "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 on the Consultation of Stakeholders;
- 43) "Substitute Representative" means an alternative representative of either a Member, an Associated Partner, or an Observer as referred to in Article 6 paragraph 2, Article 11 paragraph 4, and Article 14 paragraph 4 respectively;
- 44) "Team Leader" or "Head of Unit" or "Head of Department" means the natural person holding the position described in Chapter 5;

- 45) "Vice-President" means the Board member elected according to Article 17 paragraph 4 of the Rules of Procedure.
- 46) "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 24;
- 47) "Working Group" means a working group of the Association as referred to in Article 45.

## **CHAPTER 2 – NAME AND LEGAL FORM – REGISTERED OFFICE – PURPOSE – DURATION**

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

1. The Association is governed by Belgian law, in particular the Code, 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 Network Operators for Hydrogen" or "ENNOH" for short.

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

The registered office of the Association shall be established in Brussels-Capital Region. The registered office of the Association may be transferred upon a decision of the General Assembly in accordance with the applicable law.

### **Article 4. – Purpose and Activities**

1. The Association is established on a non-profit basis in order to promote the development and proper functioning of the internal market in hydrogen and cross-border trade and to ensure the optimal management, coordinated operation and sound technical evolution of the European hydrogen transmission network. Hereby the Association fulfils the HTNOs' obligation to cooperate at Union level as defined in Article 57.1 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 10 of this Article. Furthermore, the Association shall fulfil the tasks and obligations imposed explicitly on the Association by the EU legislation.
3. Upon request of the Commission, the Association shall elaborate proposals for Network Codes in the following areas:
  - a) energy efficiency regarding hydrogen networks and components as well as energy efficiency with regard to network planning and investments enabling the most energy efficient solution from a system perspective;
  - b) interoperability rules for the hydrogen network, including addressing interconnection agreements, units, data exchange, transparency, communication, information provisions and cooperation among relevant market participants as well as hydrogen quality, including common specifications at interconnection points and standardisation, odourisation, cost-benefit analyses for removing cross-border flow restrictions due to hydrogen quality differences and reporting on hydrogen quality;
  - c) rules for the system of financial compensation for cross-border hydrogen infrastructure referred to in Article 59 of the Directive;
  - d) capacity-allocation and congestion-management rules, including rules on cooperation of maintenance procedures and capacity calculation affecting capacity allocation, the standardisation of capacity products and units including bundling, the allocation methodology including auction algorithms, sequence and procedure for existing, incremental, firm and interruptible capacity, capacity booking platforms, oversubscription and buy back schemes, short

and long-term use-it-or-lose it schemes or and any other congestion-management scheme that prevents the hoarding of capacity;

- e) rules regarding harmonised tariff structures for hydrogen network access, including for tariffs at interconnection points as referred to in Article 7(8) of the Regulation, rules on the application of a reference price methodology, the associated consultation and publication requirements including for the allowed and target revenues as well as the calculation of reserve prices for standard capacity products and allowed revenue;
- f) rules for determining the value of transferred assets and the dedicated charge;
- g) rules for determining the inter-temporal cost allocation;
- h) balancing rules, including network-related rules on nominations procedure, rules for imbalance charges and rules for operational balancing between hydrogen network operators' networks, including network-related rules on nomination procedures, imbalance charges, settlement processes associated with the daily imbalance charge and operational balancing between transmission system operators' networks.
- i) cybersecurity aspects of cross-border hydrogen flows, including rules on common minimum requirements, planning, monitoring, reporting and crisis management.
- j) Transparency rules implementing Article 66 of the Regulation

The Network Code referred to under letter f) above will be developed jointly with ENTSO for Gas. The Association will develop other Network Codes not listed above, at the request of the Commission, based on the Regulation.

- 4. With a view to achieving the objectives set out in paragraph 1, the Association may also develop non-binding guidance in the areas set out in paragraph 3 of this Article where such guidance does not relate to areas covered by a request addressed to the Association by the Commission. In such case, the Association shall submit any such guidance to the Agency for an opinion and shall duly take that opinion into account.
- 5. Furthermore, the Association shall, in particular:
  - a) adopt and publish, every two years, a non-binding Union-wide ten-year network development plan for hydrogen, including a European supply adequacy outlook
  - b) cooperate with the ENTSO for Electricity, the ENTSO for Gas and with the EU-DSO entity;
  - c) develop recommendations to HTNOs on their technical cooperation with hydrogen distribution network operators and with transmission and distribution system operators in the Union;
  - d) develop recommendations relating to the coordination of technical cooperation between Union and third-country network operators;
  - e) adopt an annual work programme;
  - f) adopt an annual report;
  - g) adopt an annual outlook for the supply of hydrogen covering Member States where hydrogen is used in electricity generation;
  - h) adopt a hydrogen quality monitoring report by 15 May 2026 at the latest and every two years afterwards, including developments and forecasts for the expected developments of hydrogen quality parameters, as well as information on cases related to differences in hydrogen quality specifications and how such cases were settled;
  - i) promote cyber security and data protection in cooperation with relevant authorities and regulated entities;
  - j) develop and promote best practices in the detection, monitoring and reduction of hydrogen leaks.
- 6. The Association shall monitor and analyse the implementation of Network Codes and guidelines once adopted by the Commission and made legally binding as well as their effect on the

harmonisation of applicable rules aimed at facilitating hydrogen market development and integration.

7. Within the Association, the HTNOs shall establish regional cooperation to contribute to the tasks mentioned in Article 4 paragraphs 3, 4 and 5. Details are set out in Article 25 of the Rules of Procedure.
8. Moreover, HTNOs shall promote operational arrangements to ensure the optimum management of the network and shall ensure interoperability of the interconnected Union hydrogen system to facilitate commercial and operational cooperation between adjacent HTNOs.
9. Moreover, the Association shall carry out any tasks entrusted to it, in application of the EU law including the applicable European directives and regulations.
10. 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.
11. 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 two Members, who shall belong neither to the same group nor to the same Member State.

### **CHAPTER 3 – MEMBERS OF THE ASSOCIATION**

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

1. The Association is composed of its Members. The Members shall be HTNOs.
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 date of admission, a copy of the document confirming the status of the certification process of the HTNO 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 any change to this information in writing to the Director, 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 46.

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

1. The Association has been established by the Founding Members. The General Assembly shall decide on the admission of new Members.
2. Any application for membership shall be addressed to the President of the Board in writing, either by e-mail or by post, with copy to the Secretary to the Board. The Board shall submit the application to the General Assembly for decision. The applicant shall substantiate the membership



application according to the Rules of Procedure and indicate the country (or countries) where it operates and 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 and sent to the applicant.

#### **Article 8. – Transfer of Membership**

1. If a Founding Member wants to transfer its membership (including the “founding membership” label) to a new entity (e.g. a subsidiary) fulfilling the Association membership criteria, the Founding Member will notify the request for membership transfer to the President of the Board. The General Assembly will take a decision upon the recommendation of the Board.
2. The new entity will receive all the rights and the track record of relevant mandates within the Association, such as the Board mandates.

#### **Article 9. – Resignation of Members**

1. HTNOs are obliged to cooperate at the Union level through the Association. An HTNO shall resign when it no longer fulfils the conditions for membership.
2. Any Member may resign from the Association at any time by sending a letter, by post or by e-mail, to the President of the Board with copy to the Secretary 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, it shall take effect at the end of the next accounting year.
3. 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.
4. Details are set out in Article 3 of the Rules of Procedure.

#### **Article 10. – 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 in writing of the Member concerned and taking into account any legal constraints that 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 the 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.

#### **Article 11 – Associated Partners**

1. The Association may have Associated Partners. An Associated Partner is an entity nominated by a Member State which has not designated an HTNO but which plans to develop a hydrogen transmission network in accordance with its integrated national energy and climate plan in accordance with the Regulation.

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2. Associated Partners are entitled to attend meetings of the General Assembly without having Voting Rights and participate in Working Groups. In case Associated Members would be affected, they can ask to attend the Review Committee, and such a request will not be unreasonably withheld.
3. Associated Partners can be invited to participate in Board meetings, on an *ad hoc* basis and without voting rights, on specific topics of key national interest to the Member State where the Associated Partner is based.
4. 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, contact details including a dedicated e-mail address, date of admission, a copy of the document confirming the ongoing status of the nomination as an Associated Partner and the name of its Representative and Substitute Representative(s), if any, authorised to act in the name and on behalf of the respective Associated Partner at General Assembly meetings. An Associated Partner shall, as soon as possible, communicate any change to this information in writing to the Director, who shall keep the register updated.
5. Each Associated Partner shall sign the register to indicate its agreement with the Articles of Association and the Rules of Procedure.
6. The Association has the right to charge annual fees to its Associated Partners in accordance with the provisions laid down in Article 46.

### **Article 12. – Admission of new Associated Partners**

1. The General Assembly shall decide on the admission of new Associated Partners, provided that the applicant fulfils the requirements set out in Article 11 paragraph 1.
2. Any application for becoming an Associated Partner shall be addressed, by the concerned Member State, to the President of the Board in writing, either by post or by e-mail, with copy to the Secretary to the Board. The Board shall assess the application and submit the application to the General Assembly for decision. The application shall substantiate its qualification as an Associated Partner and the fulfilment of the requirements set out in Article 11 paragraph 1 and shall indicate the Member State submitting the nomination. 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 membership shall be reasoned and sent to the applicant.

### **Article 13. – Revocation and Exclusion of Associated Partners**

1. The concerned Member State may revoke the nomination as Associated Partner at any time by sending a letter by registered mail to the Board. The revocation shall take immediate effect unless stated otherwise in the revocation letter.
2. In any case, the nomination shall expire when an HTNO established in the Member State concerned becomes a Member of the Association.
3. Any Associated Partner who fails to meet the criteria set out in Article 10 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 and/or of the concerned Member State and considering 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.
4. Any Associated Partner whose nomination has been revoked or that 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 revoked or excluded Associated Partner remains liable for all fees payable towards the Association, including the fee for the current accounting year.

#### **Article 14 – Observers**

1. The Association may have Observers. An Observer may be an undertaking that is a natural or legal person acting as an HTNO in a state that is a party to the Treaty establishing the Energy Community or a party to the Convention establishing the European Free Trade Association.
2. An Observer may also be an HTNO that has been granted a derogation pursuant to Articles 51, 52, or 87 of the Directive.
3. Observers 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, upon recommendation by the Team Leader and/or the Director.
4. A register containing the current list of Observers shall be retained at the Association's registered office. The register shall include the following indications for each Observer: full name and address and/or seat, name(s) of the legal Representative(s), contact details including a dedicated e-mail address, date of admission, a copy of the document confirming the qualification as an HTNO and the name(s) of the person(s) authorised to attend General Assembly meetings in the name and on behalf of the respective Observer. An Observer shall, as soon as possible, communicate any change to this information in writing to the Director, who shall keep the register updated.
5. Each Observer shall sign the register to indicate its agreement with the Articles of Association and the Rules of Procedure.
6. The Association has the right to charge annual fees to its Observers in accordance with the provisions of Article 46.

#### **Article 15 – Admission of Observers**

1. The General Assembly may decide on the admission of Observers, provided that the applicant fulfils the requirements set out in Article 14 paragraphs 1 or 2.
2. Any application for becoming an Observer shall be addressed in writing, either by post or e-mail, to the President of the Board. The Board shall assess the application and submit the application to the General Assembly for decision.
3. The applicant shall substantiate that it is a legal person acting as an HTNO in a state that is a party to the Treaty establishing the Energy Community or a party to the European Free Trade Association Convention. The applicant will also demonstrate the fulfilment of the requirements set out in Article 14 and shall indicate the country (or countries) where it operates and 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.
4. If the General Assembly approves the application, the Association will sign an Observer membership agreement with each Observer. By signing this agreement, the observers will adhere to the Articles of Association and Rules of Procedure. The agreement will have a maximum duration of 3 years and can be renewed as many times as needed, subject to approval by the General Assembly.
5. In case the General Assembly rejects an application for becoming an Observer or decides not to renew the Observer membership agreement, this decision shall be reasoned and sent to the applicant.
6. If the Observer stops to comply with the requirements set out in this Article, its status as an Observer shall end automatically at the end of the calendar year unless decided otherwise by the General Assembly. An Observer shall inform the Association immediately of any relevant changes regarding the requirements set out in this Article.

#### **Article 16 – Resignation and Exclusion of Observers**

1. An Observer may resign from the Association at any time by sending an official letter, either by post or by e-mail, to the President of the Board and to the Secretary to the Board. The resignation shall take immediate effect unless stated otherwise in the resignation letter.
2. Any Observer who fails to meet the criteria set out in Article 14 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 Observer shall be put on the agenda of the meeting of the General Assembly, which, after having heard the rebuttal of the Observer concerned and considering any legal constraints that 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 Observer that has resigned or has been excluded shall have no claims against the assets of the Association, nor shall that Observer have recourse on the fees already paid. The resigning or excluded Observer remains liable for all fees payable towards the Association including the fee of the current accounting year.

## **CHAPTER 4 – BODIES OF THE ASSOCIATION**

### **Article 17. – Bodies of the Association**

The Bodies of the Association are:

- a) the General Assembly;
- b) the Board;
- c) the Review Committee.

## **TITLE I – GENERAL ASSEMBLY**

### **Article 18. – 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.
3. In particular the General Assembly is responsible for (without being limited to):
  - a) amendments of the Articles of Association;
  - b) approval of the yearly accounts and budgets;
  - c) admission and exclusion of Members, Associated Partners and Observers;
  - d) determination of the annual fees of the Members, the Associated Partners and the Observers;
  - e) designation and removal of Board members, including the President;
  - f) designation and removal of the Director;
  - g) establishment, restructuring, dissolution of Working Groups and definition of the scope of their activity;
  - h) establishment, restructuring, dissolution of regional groups and teams, and definition of the scope of their activity;
  - i) designation and removal of the statutory auditor, and the determination of his remuneration, if applicable;

- j) discharge of the Board members and, if applicable, the statutory auditor;
  - k) adoption of and amendments to the Rules of Procedure;
  - l) dissolution of the Association;
  - m) adoption of strategic recommendations;
  - n) adoption of Network Codes in the areas set out in Article 4 paragraph 3;
  - o) adoption of a non-binding Union-wide ten-year network development plan every two years;
  - p) adoption of an Annual Work Programme;
  - q) adoption of an annual report;
  - r) adoption of an annual outlook for the hydrogen supply covering Member States where hydrogen is used in electricity generation;
  - s) decision upon an appeal as laid down in the Rules of Procedure;
  - t) adoption of the Guidelines of the Association;
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 19. – 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 once within a calendar year, at the place, date and time laid down in the notice calling the meeting. Details are set out in Article 12 of the Rules of Procedure.
2. Meetings of the General Assembly shall be called, as the case may be by e-mail, by the President – or upon his request by the Director –, upon decision of the Board when the interests of the Association require so, or upon the request of Members representing at least twenty per cent of the total Voting Rights in at least the First or the Second Part of the Voting Rights. Without prejudice to the foregoing, the statutory auditor must convene the General Assembly when a fifth of the Members of the Association request it.

#### **Article 20. – Agenda and Notices calling General Assembly meetings**

1. The Board, upon joint proposal of the President and Vice-Presidents, 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 or an Associated Partner may at any time submit an agenda item to the Director 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 or the Associated Partner has submitted its request in writing at least two working days 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 Director shall send to each Member, Associated Partner and Observer 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 Director to the Members, the Associated Partners and the Observers in writing at least fifteen calendar days prior to the meeting.
4. If the Board decides that a shorter notice period is needed due to a specific time constraint, the notice period may be reduced to a minimum of fifteen calendar days. The decision of the Board shall be duly reasoned. The Director shall send the final agenda of the meeting in writing to the Members, the Associated Partners, and the Observers at least eight calendar days prior to the meeting.

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5. If the meeting is requested by Members in accordance with Article 19 paragraph 2, such request shall be submitted in writing to the Director 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 19 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 and Vice-Presidents shall jointly ask the Director to give notice to all Members, Associated Partners and Observers in accordance with paragraph 3 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 or represented and upon their unanimous approval.
7. Members present or represented cannot challenge the validity of the notice calling a General Assembly meeting unless this is done explicitly prior to the meeting concerned.
8. Details are set out in Article 9 of the Rules of Procedure

### **Article 21. – 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 Director 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:
  - a) Board members;
  - b) if applicable, the statutory auditor;
  - c) 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;
  - d) each Observer, by one of the persons authorised to attend General Assembly meetings in the name and on behalf of the respective Observer.
3. The following persons shall be entitled to attend General Assembly meetings without Voting Rights:
  - a) the Director;
  - b) the Additional Attendee of a Member as defined in Article 8 of the Rules of Procedure.
4. Team Leaders, Heads of Department, other staff of the Association or external persons may be invited to attend General Assembly meetings without Voting Rights:
  - a) on discretion of the General Assembly;
  - b) on discretion of the Board;
  - c) on discretion of the President;
5. Upon request of any Member, the Chairperson of the meeting shall, in cases b) and c) 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 22. – Proxies at a General Assembly meeting**

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1. Each Member may be represented at the General Assembly by another Member or the Chairperson 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.
2. Moreover, if foreseen by the Board, each Member can vote remotely before the General Assembly in electronic format, according to the modalities determined by the Board, which are able to verify: (i) identification of the Member, (ii) number of votes the Member is entitled to and (iii) for any decision that needs to be taken by the General Assembly according to its agenda, the mention "yes", "no" or "abstention"; Electronic voting is possible up to the day before the General Assembly.

### **Article 23. – Chairperson 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 one of the Vice-Presidents chosen following a descending age criterium, i.e. starting from the oldest.
2. The Secretary to the General Assembly shall be the Director or, in his/her absence, a Head of Department, a Head of Unit or a member of the staff of the Association.

### **Article 24. – Voting in the General Assembly**

1. Members have Voting Rights. Voting Rights are 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 Rights will confer voting weight to each Member State represented in the Association with at least one Member based on the ratio of its population to the total population of the Member States represented in the Association with Members ("Second Part of the Voting Rights").
4. The Composite Voting Rights reflect the combination of First Part and Second Part with a ratio of 50 % each.
5. A Grid Significance Factor shall be introduced one year before the date when the third Board will be appointed unless the General Assembly agrees to a later date based on a Qualified Majority vote.
6. The Grid Significance Factor will be applied according to Article 13 of the Rules of Procedure. Amendments to the Grid Significance Factor can only be made by a Qualified Majority decision of the General Assembly.
7. 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.
8. 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.
9. The distribution of Voting Rights according to paragraph 8 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.

10. Changes to the distribution of Voting Rights within a Member State represented in the Association shall take effect 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 26 paragraph 4, and Article 27, the Voting Rights of an excluded Member shall not be taken into account.
11. 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 46. This shall not affect the basis for the calculation of the quorum.

#### **Article 25. – Proceedings of the General Assembly**

1. Decisions of the General Assembly shall be adopted either at its meetings held in accordance with Article 26 or by written procedure in accordance with Article 27.
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 for which a proxy is held.

#### **Article 26. – Deliberations of the General Assembly**

1. The General Assembly shall be the Association's highest decision-making body and includes all Members and (without Voting Rights) Associated Partners and Observers.
2. The General Assembly shall always aim to make decisions by unanimity.
3. The Members of 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 or represented and decide unanimously to discuss and decide on other matters.
4. 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 per cent of the First Part of the Voting Rights and at least fifty-five per cent of the Second Part of the Voting Rights as defined in Article 24. 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 make valid decisions irrespective of the number of Members present or represented, provided that this is stated in the notice calling the meeting.
5. The Board may also provide the possibility for Members to participate remotely in the General Assembly through electronic means of communication made available by the Association.
6. Members who participate in the General Assembly by these means are deemed to be present at the place where the meeting is held for the purposes of quorum and majority requirements. The electronic means of communication referred to above must enable the verification of the capacity and identity of the Member. The Member wishing to use this facility must at least be able to take cognisance of the deliberations directly, simultaneously and continuously during the meeting and must be able to exercise his right to vote on all the items on which the General Assembly is to decide.
7. The Chairperson of the General Assembly, the Secretary to the General Assembly and the vote counter(s), may not participate in the General Assembly by electronic means.



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8. 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.
9. Where decisions on a single proposal are required, the General Assembly aims to achieve consensus of all Members present or represented for all decisions to be taken. However, when no such consensus can be reached, a decision of the General Assembly shall be adopted by a Qualified Majority, except those for which a Special Majority is needed in accordance with these Articles of Association.
10. A Qualified Majority requires approval by votes cast by Members present or represented at the General Assembly, representing at least sixty per cent of the First Part of the Voting Rights cast and sixty per cent of the Second Part of the Voting Rights cast.
11. A Special Majority requires the approval of votes cast by Members present or represented at the General Assembly, representing at least seventy per cent of the First Part of the Voting Rights and seventy per cent of the Second Part of the Voting Rights cast.
12. An abstention or invalid vote is not taken into account in both the case of a Qualified majority and a Special majority.
13. Where a choice between two or more proposals is required, the General Assembly shall use the following process. In this case an individual vote on the proposals shall be added to the list to be voted on in the first and the second voting stage.
  - a) If only 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.
  - b) 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, in the second voting stage, one of the options achieves the required majorities for both the First and Second Part of the Voting Rights then that option is adopted.
  - c) 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 the First and Second Parts of the Voting Rights, then that option is adopted.

### **Article 27. – Written procedure**

1. The General Assembly may also take decisions by written procedure, including e-mails.
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 Member's Representative. 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 or, in exceptional circumstances upon prior and duly justified decision of the Board, five 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 Director 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 the Code, the Members may adopt unanimously and in writing all the decisions falling within the powers of the General Assembly, with the exception of amendments to the Articles of Association. In this case, the convening formalities do not have to be fulfilled. The Board members and, where applicable, the statutory auditor, shall, at their request, take cognisance of these decisions.

6. For the avoidance of any doubt, Articles 19 to 23 are not applicable to the written procedure.

#### **Article 28. – Resolutions and Minutes**

1. The General Assembly resolutions 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 27, 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 Chairperson of that meeting and sent out to each Member, as the case may be by e-mail no later than 15 calendar days after the General Assembly meeting.
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, the Associated Partners and the Observers.
4. Once approved, the minutes will be published on the website of the Association in a reader-friendly way.
5. The President, or the Director on his/her behalf, shall communicate to the Members in writing the results of the votes cast on written proposals in accordance with Article 27 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, the Associated Partners and the Observers.
6. Details are set out in Article 11 of the Rules of Procedure.

### TITLE II – BOARD

#### **Article 29. – The Board - Composition**

1. The Board consists of a minimum of three and a maximum of seventeen members, including a President and no more than four Vice-Presidents.
2. The Board members are elected by the General Assembly in accordance with the provisions laid down in Article 31. When voting to appoint the President and the Vice-Presidents, as well as the Board, the General Assembly shall give strong importance to the achievement of an equitable and reasonable regional balance between the Members in the selection of the President, Vice-Presidents and Board members, as well as ensuring a fair and reasonable representation for HTNOs from smaller Member States.
3. The Member State with the longest network of regulated transmission hydrogen pipelines (numbers of kilometres) for which an FID has been taken with approval by the NRA/Competent Authority of the Member State (including all kilometres of pipelines for which the FID is taken) will be guaranteed an additional seat on the Board to one voted in the General Assembly, but with a maximum of two seats.
4. A Board member may resign by notifying his/her decision to the General Assembly. A Board member whose HTNO is no longer a Member of the Association, or a Board member who is no longer an Employee or a legal representative of that HTNO, shall be considered to have resigned with immediate effect. 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 21 and 22 of the Rules of Procedure.
5. The President shall be a Board member and have the following powers and tasks:
  - a) To chair the General Assembly meetings and the Board meetings;
  - b) To be the legal external representative of the Association in line with Article 38;
  - c) To be the Board's main contact for the Director;

- d) To fulfil any other tasks given to him/her by the Articles of Association or the Rules of Procedure;
  - e) To fulfil the mandates given to him/her by the Board and the General Assembly;
6. In his/her absence, such tasks will be entrusted to one of the Vice-Presidents chosen following a descending age criterion, i.e. starting from the oldest. If none of the Vice-Presidents is available, the Board will be chaired by a Board member chosen by the Board members present at the meeting.
7. There shall not be more than two Board members per EU Member State.

### **Article 30. – Tasks of the Board**

1. The Board is entrusted with the following powers:
- a) prepare the meetings of the General Assembly and propose to the General Assembly any draft resolution it considers appropriate;
  - b) propose to the General Assembly budgets and accounts, including the annual fees;
  - c) propose to the General Assembly a draft of strategic recommendations;
  - d) propose to the General Assembly a draft of network codes in the areas set out in Article 4 paragraph 3;
  - e) propose to the General Assembly a draft of a non-binding Union-wide ten-year network development plan every two years;
  - f) propose to the General Assembly a draft of an Annual Work Programme;
  - g) propose to the General Assembly a draft of an annual report;
  - h) propose to the General Assembly a draft of an annual outlook for the hydrogen supply covering Member States where hydrogen is used in electricity generation;
  - i) prepare the agenda for General Assembly meetings;
  - j) follow-up and execution of decisions of the General Assembly;
  - k) coordinate the overall representation of the Association;
  - l) perform the day-to-day management of the Association;
  - m) manage and execute issues delegated by the General Assembly to the Board;
  - n) distribute work delegated to the Board between the Working Groups in line with the scope of their activity;
  - o) coordinate the work of the Working Groups;
  - p) distribute work between regional groups and teams;
  - q) coordinate the activities of the regional groups and teams and the activities of the relevant Working Groups;
  - r) propose to the General Assembly draft amendments of the Articles of Association;
  - s) propose to the General Assembly draft Rules of Procedure and draft amendments of the Rules of Procedure;
  - t) submit to the General Assembly an assessment regarding the admission and exclusion of Members, Associated Partners and Observers;
  - u) propose to the General Assembly the establishment, restructuring, dissolution of Working Groups and definition of the scope of their activity;
  - v) propose to the General Assembly the establishment, restructuring, dissolution of regional groups and teams and definition of the scope of their activity;

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- w) propose to the General Assembly the dissolution of the Association;
- x) propose to the General Assembly Guidelines of the Association for approval;
- y) propose non-binding recommendations to the General Assembly for the designation of the Director;
- z) designation and removal of the Heads of Department and Heads of Unit.

Moreover, all powers not specifically attributed to the General Assembly belong to the Board.

2. The Board may also establish a Secretariat within the budget approved by the General Assembly. For this purpose, the Director and the President shall prepare and submit to the Board a proposal for staffing and related budget.
3. The day-to-day management of the Secretariat will be made according to Article 42.

### **Article 31. – 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 candidates less than or equal to vacant mandates and (ii) if the Assembly unanimously decides to deviate from the principle of a secret ballot. Details are set out in Articles 16 and 17 of the Rules of Procedure.
2. The term of office is two years with no limits on the number of consecutive terms (i.e. renewable). The mandate of a member of the Board can be dismissed at any time by a decision of the General Assembly.

### **Article 32. – Vacancy before the end of the 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 22 of the Rules of Procedure.
2. The Members, the Associated Partners and the Observers shall be informed immediately about any such replacement.

### **Article 33. – 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 Chairperson of the Board meetings shall be the President or, in his/her absence, one of the Vice-Presidents chosen following a descending age criterion, i.e. starting from the oldest. If none of the Vice-Presidents is available, the Board will be chaired by a Board member chosen by the Board members present at the meeting.
3. The Secretary to the Board shall be the Director or, in his/her absence, a Head of Department or a Head of Unit, without having voting rights.
4. Details are set out in Article 14 of the Rules of Procedure.

### **Article 34. – Agenda and Notices calling Board meetings**

1. Unless dictated otherwise by the circumstances, notices calling Board meetings, specifying the time, place and agenda of the meeting, shall be sent to the Board members by the Director
  - a) at least eight calendar days before the meeting when based on a prior schedule decided by the Board setting time and place;

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- 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, (i) when, in urgent cases, an extraordinary meeting is requested by the President, and (ii) when the Board meeting is completely held virtually.
2. The agenda of a Board meeting shall be set by the President, in agreement with his/her Vice-Presidents, and shall indicate those items which are submitted for information and those which are submitted for decision. Additional items shall be added to the agenda upon request by at least three Board members if submitted to the Director 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 Director 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 14 of the Rules of Procedure.

### **Article 35. – 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 22. A combined proxy shall be regarded as an Open Proxy. A Board member may not hold Open Proxies for more than twenty-five per cent of the total number of votes, including his/her own votes. A Board member may hold an unlimited number of Bound Proxies.

### **Article 36. – Decisions of the Board**

1. The Board shall strive for consensus-based decisions. When consensus is not possible, the Board can validly deliberate and take decisions when at least two-thirds of the Board members with voting rights are present or represented. When the meeting is not quorate, a subsequent meeting shall be called within eight calendar days after the first meeting. At the second meeting, the Board 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. The President shall have the deciding vote in case of a split 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 with voting rights within a Voting Period of seven calendar days or, in exceptional circumstances, upon prior and duly justified decision of the Board, three 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, Associated Partners, and Observers in accordance with Article 14 paragraph 3 of the Rules of Procedure. The result of the written decision shall be made available to the Members at any time.
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.

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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. 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 37. – 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 36 paragraph 3.
2. The minutes shall be drafted by the Secretary to the Board, signed by the Chairperson 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. The minutes will be published on the website of the Association in a reader-friendly way.
4. Details are set out in Article 14 of the Rules of Procedure.

### **Article 38. – External representation of the Association**

1. The Association is represented towards third parties, before the courts and in official deeds by the President or, in his/her absence, by two Vice-Presidents acting jointly or, in their 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 Director acting alone or by the member of the management team designated in accordance with article 42.
3. Within the framework of their mandate, special proxy holders may validly represent the Association upon a decision of the respective competent Body.

## TITLE III – REVIEW COMMITTEE

### **Article 39. – Review Committee**

1. The Association shall furthermore have a Review Committee in which all Members of the Association are represented.
2. This body shall only sit where an HTNO declares, following the decisions of the Board, that (i) it disagrees with one or several decisions and (ii) this represents an essential Interest for the HTNO. This shall be indicated by the concerned Member through a letter to be sent, either by e-mail or post, to the Director of the Association. The Committee shall meet prior to the scheduled General Assembly where the decisions of the Board are to be presented.
3. The Review Committee shall make decisions according to the same procedures and Voting Rights as the General Assembly. If the Review Committee decides on a matter that is solely within the competence of the Board, then the Board will meet to deliberate again on that matter. If the Review Committee decides on a matter on which the Board is supposed to present a recommendation to the General Assembly, then the decision made by the Review Committee will be presented to the General Assembly for decision.
4. The members of the Review Committee will only be statutory Directors or their representatives, and they must be at the Board level. The Review Committee will be chaired by one of the Vice-Presidents chosen following a descending age criterion, i.e. starting from the oldest.
5. Details are set out in Article 15 of the Rules of Procedure.

**Article 40. – Minutes**

1. The decisions taken by the Review Committee shall be recorded in the minutes of the meeting, except for written decisions which will follow the same rules as for the Board written procedure in accordance with Article 36 paragraph 3.
2. The minutes shall be drafted by the Secretary to the Board, signed by the Chairperson and sent to each member of the Review Committee for comments and approval.
3. Once approved, the minutes of the meeting shall at any time be made available to the Members. The minutes will be published on the website of the association in a reader-friendly way.

**CHAPTER 5 – DIRECTOR – HEADS OF DEPARTMENT/UNIT – TEAM LEADERS – WORKING GROUPS**

**Article 41. – The Director**

1. The Director is designated by the General Assembly upon a non-binding recommendation of the Board. Details are set out in Article 18 of the Rules of Procedure.
2. The Director shall attend the Board meetings and shall be Secretary to the Board. The Director has no voting rights in the Board meetings.
3. The Director shall also be Secretary to the General Assembly meetings. The Director has no voting rights in the General Assembly meetings.
4. The Director has the powers delegated to him/her by the Board.
5. The Director may be assisted by Heads of Department, Heads of Unit, and additional staff of the Association, including team leaders, advisors, administrative staff, (senior) consultants and interns.

**Article 42. – The Secretariat**

1. The Board delegates the day-to-day management of the Association as well as other of its tasks to the Director. Certain administrative aspects of the day-to-day duties of the association may also be delegated to another member of the management team designated by the Board to assist the Director under his control.

Day-to-day management shall include the following tasks:

- a) the “urgent” acts requiring action with no delay, with no possibility to convene a meeting of the Board;
- b) 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:
  - 1) 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;
  - 2) buying or renting office furniture, telecom and computer equipment, office supplies, and vehicles;
  - 3) entering into agreements with external service providers and acting on behalf of the Association in its relationship with these providers;
  - 4) entering into agreements with external bodies and other associations under the supervision of the Board;

- 5) 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;
  - 6) deciding on the designation and removal of Team Leaders and other staff of the Association not designated by the Board or the General Assembly.
  - 7) opening and managing bank accounts and entering into insurance agreements;
- c) acting on behalf of the Association for all tax, social and administrative requirements;
- d) 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 10,000.00 Euros.
2. The Director shall regularly report to the Board on the tasks delegated to him/her.
  3. 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 43. – Heads of Department and Heads of Unit**

1. The Director may be assisted by one or more Heads of Department and Heads of Units designated by the Board. Details are set out in Article 19 of the Rules of Procedure.
2. A Head of Department and a Head of Unit have the powers and remit/tasks delegated to them by the Director.
3. The Heads of Department and the Heads of Unit may be assisted by additional staff of the Association, including Team Leaders, advisors, administrative staff, (senior) consultants and interns.

**Article 44. –Team Leaders**

1. The Team Leaders are designated by the Director, who will inform the Board and the General Assembly about each designation. Details are set out in Article 20 of the Rules of Procedure.
2. A Team Leader assists a Head of Department and has the powers delegated to him/her by the Board or the Director.

**Article 45. – Working Groups**

1. The General Assembly may establish Working Groups.
2. Working Groups are open to all Members and Associated Partners. The Board, upon proposal of the Director, may decide upon granting the right to Observers to participate in a particular Working Group in general, for a limited time, or on a certain topic.
3. The Rules of Procedure provide further rules applicable to the Working Groups. Details are set out in Articles 23 and 24 of the Rules of Procedure.

**CHAPTER 6 – ACCOUNTS – BUDGET AND SUBSCRIPTIONS**

**Article 46. – 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.



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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.
5. With regards to Associated Partners, the General Assembly may determine the annual administrative fees consisting of an appropriate lump-sum payment which shall be equal for all Associated Partners.
6. With regard to Observers, the General Assembly may determine an annual fee consisting of an appropriate lump- sum payment which shall be equal for all Observers.
7. 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 an administrative fee pro rata temporis based on the annual fee determined for Associated Partners. New Observers shall pay an administrative fee pro rata temporis based on the annual fee determined for Observers.
8. Should the fees not be determined in due time by the General Assembly, the Board shall be authorised to request from the Members, the Associated Partners, and the Observers 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.
9. 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.
10. Further details are set out in Article 30 of the Rules of Procedure.

## **CHAPTER 7 – AMENDMENTS TO THE ARTICLES OF ASSOCIATION – DISSOLUTION**

### **Article 47. – 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 per cent of the Voting Rights in each Part of the Voting Rights supports it.
2. Any draft amendment of these Articles of Association to be submitted to the General Assembly for approval shall be sent by the Director to the Commission and the Agency with the request to provide an opinion on the draft amendment in accordance with Article 57 of the Regulation.
3. In case the Association does not receive the Commission's opinion on the draft amendment within seven months after the delivery of the draft amendment to the Commission and the Agency, the Association shall assume that the Commission does not have any objections to the content of the draft amendment and shall proceed with the approval process.
4. 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.
5. 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.

6. The decision shall only be taken validly with a Special Majority.
7. Amendments to the purpose and activities of the Association shall only enter into force after approval by the competent authority in accordance with article 2:5, paragraph 4 of the Code and, towards third parties, after publication in the annexes to the Belgian official gazette in accordance with the Code.
8. Amendments to the Articles of Association concerning the information set out in Article 2:10, § 2, 6°, 8° and 9° of the Code have to be decided by a General Assembly meeting held before a notary.

#### **Article 48. – 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 General Assembly 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. 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 49. – 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 50. – 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. Any draft amendments to these Rules of Procedure to be submitted to the General Assembly shall be sent by the Director to the Commission and the Agency with the request to provide an opinion on the draft amendment in accordance with Article 57 of the Regulation. In case the Association does not receive the Commission's opinion on the draft amendment within seven months after the delivery of the draft amendment to the Commission and the Agency, the Association shall assume that the Commission does not have any objections to the content of the draft amendment and shall proceed with the approval process.

#### **Article 51. – 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.
4. By accepting the status of an Observer of the Association, each Observer accepts the Articles of Association and the Rules of Procedure of the Association.

**Article 52. – 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.
2. The Articles of Association and the Rules of Procedure shall be registered in accordance with Belgian law.
3. 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.