

## Amendments to the Articles of Association<sup>1</sup>

Proposed text (in TC)	Topic
<b>CHAPTER I: Name - Registered office - Purposes - Duration</b>	
<b>Article 1.➔ Definitions</b>	
12. « Cross Committee Implication <del>Concern-Matter</del> »: a matter <del>handled by a Committee or by the Legal and Regulatory Group</del> that affects the interests or competences of <del>(an) other more than one Committee(s) and/or of the Legal and Regulatory Group</del> <u>which shall be handled by a Committee or by the Legal and Regulatory Group, possibly with the assistance of an Expert Group, upon decision by the Board;</u>	Streamlining the decision-making process
14. « Expert Group »: a group of TSO experts having a cross-committee coordination function and whose main role is to support the Secretariat and the Committees when working on cross-Committees activities and to support the Board in the fulfilment of its mission of coordination of the work of and between the Committees and the Legal and Regulatory Group, <u>taking into account the Board referral process pursuant to Article 20;</u>	Streamlining the decision-making process
17. « IEM »: the Internal Electricity Market meaning the liberalised market for electricity in the EU, as intended by the <del>Directive 2009/72/EC of the European Parliament and of the Council of 13 July 2009 applicable European law</del> <u>concerning common rules for the internal market in electricity and repealing Directive 2003/54/EC;</u>	Flexibility and increased resilience
29. « TSO » or « Transmission System Operator »: <u>a natural or legal person who is responsible for operating, ensuring the maintenance of and, if necessary, developing the transmission system in a given area and, where applicable, its interconnections with other systems, and for ensuring the long-term ability of the system to meet reasonable demands for the transmission of electricity</u> <del>operator of an electricity transmission system as defined in the Directive 2009/72/EC of the European Parliament and of the Council of 13 July 2009 concerning;</del>	Flexibility and increased resilience
<b>Article 2.➔ Name and legal form of the Association</b>	
2. The Association <u>takes the legal form of an international non-profit making association</u> <del>is governed by the provisions of title III of the Belgian Law dated June 27, 1921 granting legal personality to non-profit associations, international non-profit associations and foundations.</del>	Flexibility and increased resilience

<sup>1</sup> General information regarding this document:

- In **highlight grey**: changes due as a result of the Technical alignment (a provision was a former Article in the Internal Regulations that has been transferred in the AoA);
- In **highlight blue**: provisions which have been replaced within the Articles of Association and to which no content changes were made; and
- Provisions not included in this document are not amended save that their numbering is changed.

Proposed text (in TC)	Topic
<p><b>Article 3. → Registered Office of the Association</b></p>	
<p>1. The registered office <u>of the Association</u> is established in <u>the Brussels Capital Region<del>1000 Brussels, avenue de Cortenbergh 100.</del></u></p>	Flexibility and increased resilience
<p><b>Article 4. → Purpose <u>and activities</u> of the Association</b></p>	Clarify the Association's purpose and activities
<p>1. The Association shall <del>, on a non-profit-making basis,</del> pursue the co-operation of the European TSOs<sub>2</sub>, <u>especially but not exclusively in terms of a technical cooperation</u>, both on the pan-European and <u>the regional level to help its members achieve their common tasks and goals, including, amongst others, through the responsibilities given to ENTSO-E by the applicable European law and translated in its Annual Work Programme. It promotes the TSOs' interests and has active role and important role in the European rule setting process in compliance with EU legislation.</u></p> <p><u>Built on the commonly shared primary interest of its Members to ensure the stability of the pan-European interconnected power system, the</u>ts objective <u>of the Association</u> is to promote <u>in a spirit of solidarity and loyalty</u> the reliable <u>and coordinated</u> operation, optimal management and sound technical evolution of the European electricity transmission system in order to ensure security of supply<sub>2</sub> <del>and to meet the needs of the IEM and of the cross-border trade.</del></p> <p><u>The Association acts as an expert advisor bringing together the unique and system-wide expertise, experience and know-how of its Members for the benefit of European citizens by enabling the energy transition while maintaining system security.</u></p> <p><u>As the common voice of European TSOs, the Association safeguards the TSOs' positions and engages actively in the European rule setting process providing, among others, expert contributions and a constructive view to the energy debates with the aim of creating a secure, sustainable and affordable system integrating renewable energy.</u></p>	Clarify the Association's purpose and activities  Budget and resource matters
<p>2. The Association may undertake any activity <u>(including service-oriented activities)</u>, which, directly or indirectly, enables it to achieve the above-mentioned purposes. The activities of the Association shall thus include <del>for the following non-exhaustively listed activities-example:</del></p>	Budget and resource matters  Flexibility and increased resilience
<p>a) <del>coordinating</del> <u>promoting the security of the interconnected power system in all time frame at pan-European level and the optimal functioning and the economic development of the interconnected an economic, secure and environmentally sustainable transmission system, while enabling the integration of electricity generated from renewable energy sources and of emerging technologies. The emphasis lies in the coordination of cross</u></p>	Clarify the Association's purpose and activities

Proposed text (in TC)	Topic
<del>border investments and meeting the European security and quality of supply requirements, while the implementation of investments lies with the TSOs;</del>	
b) <del>developing network codes and guidelines for the interoperability and coordination of system operation in order to maintain the reliability of the transmission system and to use the existing resources efficiently;</del>	Flexibility and increased resilience
c) <del>developing market related network codes in order to ensure non-discriminatory access to the transmission system and to facilitate consistent European electricity market integration;</del>	
d) <del>monitoring and, where applicable, enforcing the compliance of the implementation of the network codes</del>	
ec) <del>monitoring network development and supporting public acceptability of transmission infrastructure;</del>	
fd) <del>promoting and coordinating Research, Development and Innovation R&amp;D activities relevant for the TSO industry;</del>	
g) <del>promoting public acceptability of transmission infrastructure;</del>	Clarify the Association's purpose and activities
he) <del>taking positions on issues that can have an impact on TSOs' missions and on the development and operation of the transmission system or market facilitation;</del>	
if) <del>enhancing communication and consultation with stakeholders and transparency of TSO operations; and</del>	Clarify the Association's purpose and activities
g) <del>ensuring a general mission of hosting processes for TSOs' cooperation in the fields of: (i) decision making processes in accordance with the relevant network codes and guidelines; and (ii) supporting the implementation of mandatory tasks;</del>	
h) <del>providing a framework for cooperation and coordination between ENTSO-E, TSOs and key stakeholders;</del>	Clarify the Association's purpose and activities Flexibility and increased resilience
i) <del>promoting the digitalisation of transmission networks including deployment of smart grids, efficient real time data acquisition and intelligent metering systems;</del>	
j) <del>contributing to the establishment of interoperability requirements and non-discriminatory and transparent procedures for accessing data;</del>	Clarify the Association's purpose and activities
k) <del>promoting cyber security and data protection; and</del>	
jl) <del>performing other tasks of relevance to the Association.</del>	
The Members <del>and</del> of the Association can enter into multilateral agreements to formalise and enhance their cooperation in specific areas. The Association <del>can</del> <del>may decide to</del> act as a facilitator <del>and to offer services</del> in the establishment, <u>management and coordination</u> of such agreements and in the monitoring and arbitration of their implementation.	Clarify the Association's purpose and activities

Proposed text (in TC)	Topic
[...]	
<b>CHAPTER II: Members, Associated Members and Observer Members of the Association</b>	
<b>Article 9.➔ Associated Members</b>	
1. Without prejudice to legal rules applicable to the candidate, the Assembly may decide to admit Associated Members, subject to the following minimum requirements:	
[...]	
e) the candidate demonstrates that it is unbundled from all activities related to generation or supply of electricity under Article <del>43</del> 9 of the Directive <del>2009/72/EC</del> <u>2019/944</u> <del>(as subsequently modified or substituted)</del> or similar provisions in the laws of its country of origin <del>(as subsequently modified or substituted)</del> ; and	Flexibility and increased resilience
[...]	
<b>Article 10.➔ Observer Members</b>	
1. Without prejudice to legal rules applicable to the candidate, the Assembly may decide to admit Observer Members, subject to the following minimum requirements:	
[...]	
c) the candidate demonstrates that it is unbundled from all activities related to generation or supply of electricity under Article <del>9</del> 43 of the Directive <del>2009/72/EC</del> <u>2019/944</u> <del>(as subsequently modified or substituted)</del> or similar provisions in the laws of its country of origin <del>(as subsequently modified or substituted)</del> ;	Flexibility and increased resilience
d) the candidate is located in a country with a physical link relevant for the IEM in terms of market conditions and/or in terms of the physical reality of its transmission interconnections; <del>and</del>	
<u>e) the candidate disposes of or has access to the financial means needed to fulfil the obligations which directly or indirectly arise from its status as an Observer Member; and</u>	Budget and resource matters
<u>fe) the candidate has entered into an Observer Membership agreement.</u>	
An application by a candidate designated as a TSO in compliance with <del>Regulation (EU) N°2019/943 and/or Directive 2009/72/EC (as subsequently modified)</del> <u>the applicable European law</u> shall be considered positively by the Assembly in light of Article 28(1) of Regulation (EU) <del>N°2019/943</del> <u>(as subsequently modified or substituted)</u> even if the TSO does not comply with the technical criteria and standards of the relevant synchronous area.	Flexibility and increased resilience
[...]	
<b><u>Article 11. Application for admission as Member, Associated Member or Observer Member</u></b>	Technical alignment – Former Article 2 IR
<u>1. Any application for admission as a Member, Associated Member or Observer Member of the Association shall be submitted in writing to the President. The application shall include the relevant documentation to</u>	

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<p><u>prove the fulfilment of, as the case may be, the Membership, Associated Membership or Observer Membership criteria as set forth in Articles 7, 9 and 10 of the Articles of Association.</u></p>	
<p><u>2. The President shall inform the Secretary-General of the application and of the accompanying documentation. Based on the analysis of the Secretary-General, the Board shall assess the application and report to the Assembly.</u></p>	
<p><u>3. In the case of an application for admission as an Associated Member, the assessment of the Board shall include a proposal for the list of bodies to which the Associated Member may be invited to appoint a representative with no voting power when such participation is relevant for the pursuit of the activities of the Association as defined in the Articles of Association and Internal Regulations. When elaborating the list, the Board shall take into account the geographical location and the technical specificities of the Associated Member and that the bodies may not invite more than one representative for all the Associated Members of a given country. In addition, the proposal of the Board may include, if relevant, a proposal for the binding character of the decisions of these bodies.</u></p>	
<p><u>4. In the case of an application for admission as an Observer Member, the assessment of the Board shall include a proposal that will be part of the Observer Member agreement for the list of working groups, regional group, Expert Groups, ad-hoc groups and task forces to which the Observer Member may be invited to appoint a representative with no voting power when such participation is relevant for the pursuit of the activities of the Association as defined in the Articles of Association and Internal Regulations. When elaborating the list, the Board shall take into account the geographical location and the technical specificities of the Observer Member. In addition, the proposal of the Board may include, if relevant, a proposal for the binding character of the decisions of these entities.</u></p>	
<p><u>5. The application together with the Board assessment shall be submitted to the next Assembly meeting for decision.</u></p>	
<p><b>Article 121. – Resignation of Members, Associated Members and Observer Members</b></p>	
<p><u>1. Without prejudice to legal rules applicable to them, Members, Associated Members and Observer Members have the right to resign from the Association provided that they give six months prior written notice to the President by registered letter or by bearer with reception receipt.</u></p>	<p>Technical alignment – Former Article 3 IR</p>
<p><u>2. In case of resignation of a Member, Associated Member or Observer Member, the President shall inform the Secretary-General of the resignation letter. Based on the analysis of the Secretary-General and taking into account, where appropriate, the concerns of, as the case may be, the neighbouring Members, Associated Members or Observer Members of the resigning Member, Associated Member or Observer Member the Board shall consider the consequences of the resignation concerned and prepare a report to the Assembly.</u></p>	<p>Technical alignment – Former Article 3 IR</p>

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3. During the notice period, the resigning Member, Associated Member or Observer Member shall seek agreement with the Board as to the process and effect of its resignation, in accordance with <del>the Internal Regulation Articles of Associations.</del>	Technical alignment – Former Article 3 IR
4. <del>The Assembly shall decide on any practical arrangements regarding the process and the effect of the resignation. Based on the decision of the Assembly, the Board shall seek agreement with the resigning Members, Associated Members or Observer Members as to the process and effect of their resignation.</del>	Technical alignment – Former Article 3 IR
5. <del>Notwithstanding their resignation, resigning Members, Associated Members or Observer Members shall remain liable for all unpaid fees.</del>	Budget and resource matters – Move down to Article 14 AoA
<b>Article 132. – Suspension of participation and/or voting rights - Exclusion of Members, Associated Members and Observer Members</b>	
1. Without prejudice to legal rules applicable to Members, Associated Members or Observer Members, the Assembly may:	
[...]	
c) exclude a Member, an Associated Member or an Observer Member from the Association, on material default grounds including, but not limited to, bankruptcy, liquidation or receivership, non-payment or untimely payment of Membership contributions or fees due as Associated Member or Observer Member or material infringement of the Articles of Association, of the Internal Regulations or of the network codes adopted by a Committee in accordance with Article <del>2318</del> (5).	
If the suspension of the participation and/or voting rights or the exclusion of a Member, an Associated Member or an Observer Member is envisaged, the Member, the Associated Member <del>and or</del> the Observer Member respectively shall have the opportunity of defending itself in front of the Assembly.	
<del>Details of the suspension and the exclusion procedure are set forth in the Internal Regulations</del>	Technical alignment - the referred provisions are now part of the AoA.
2. The Assembly shall decide to suspend the participation and/or voting rights of the <del>R</del> representative of a Member or to exclude that Member, all in accordance with the provisions of Article <del>132</del> (1), in case	
a) a Member is refused the designation as a TSO in compliance with Regulation (EU) <del>N°2019/943 (EC) N° 714/2009</del> and/or Directive <del>2019/944 2009/72/EC</del> (as subsequently modified or substituted) and/or any treaty or agreement between the EU and the non EU <del>Member</del> <del>state</del> governing their relationship with the <del>IEM</del> relating to the aforementioned Regulation (EC) <del>N° 714/2009 and/or Directive 2009/72/EC</del> by the competent national or European regulatory authorities in the state in which it operates, without further possibility to appeal this decision, or	Flexibility and increased resilience

Proposed text (in TC)	Topic
[...]	
<p>4. When (a) Member(s) representing at least twenty percent of the total population as mentioned in Table 1 of Article 17(6) of the Articles of Association or a group of three Members from at least three different countries is (are) of the view that the conditions of Article 13(1), 13(2) or 13 (3) are fulfilled, it (they) can submit in writing a suspension or exclusion request to the President, indicating both the reasons for this request and the proposed suspension and/or exclusion proposal.</p>	<p>Technical alignment – Former Article 4 (1) IR</p>
<p>5. The President shall inform the Secretary-General of the suspension or exclusion request. Based on the analysis of the Secretary-General and taking into account, where appropriate, the concerns of, as the case may be, the neighbouring Members, Associated Members or Observer Members of the Member, Associated Member or Observer Member of which the suspension of participation and/or voting rights or the exclusion is requested, the Board shall consider the suspension respectively exclusion request and prepare a report to the Assembly.</p>	<p>Technical alignment – Former Article 4 (2) IR</p>
<p>The Assembly shall decide on the suspension and/or exclusion request, taking into account (i) the right of, respectively, the Member, Associated Member or Observer Member concerned to defend itself in front of the Assembly and (ii) any legal constraints which may exist in respect of exclusion of TSOs, Members of the Association.</p>	<p>Technical alignment – Former Article 4 (3) IR</p>
<p><b>Article 14. Effects of the resignation, suspension of participation and/or voting rights or the exclusion of Members, Associated Members and Observer Members</b></p>	<p>Budget and resource matters – Complement former Article 11.3 AoA (former Article 11.3 is highlighted in blue).</p>
<p>1. Notwithstanding their resignation, suspension of participation and/or voting rights or exclusion, the resigning, suspended or excluded Member, Associated Member or Observer Member shall remain liable towards the Association for all unpaid fees, including the full fee related to the year in which the resignation, suspension or exclusion becomes effective. Fees or contributions paid or provided to the Association by resigning, suspended or excluded Members, Associated Members or Observer Members shall not be refundable in case of resignation, suspension of participation and/or voting rights or exclusion, even if such fees or contributions relate to the year in which the resignation, suspension or exclusion becomes effective.</p>	
<p>2. Resigning, suspended or excluded Members, Associated Members or Observer Members shall not be entitled to any of the assets of the Association.</p>	
<p>3. Members, Associated Members or Observer Members whose respective status is terminated through resignation or exclusion, for whichever reason, will lose all rights defined in the present Articles of Association, with effect as from the date on which the termination of their respective status becomes effective.</p>	
<p><b>Article 153. Compliance with rules issued by the Association</b> <b>Rights and duties of the Members</b></p>	<p>Clarify the Association’s purpose and activities</p>

Proposed text (in TC)	Topic
	The rights and duties of the members
<p><u>1. Without prejudice to the other provisions of the Articles of Association and of the Internal Regulations, a number of rights and duties of the Members are non-exhaustively listed below.</u></p>	
<p><u>2. Each Member shall have, among others, the following rights, always in accordance with the Articles of Associations and the Internal Regulations:</u></p>	
<p><u>a) Each Member shall have the right to participate in Assembly meetings, in accordance with the modalities set out in Article 17 of the Articles of Association;</u></p>	
<p><u>b) Each Member shall have the right to appoint a representative for every Committee and for the Legal and Regulatory Group, in accordance with the modalities set out in respectively Article 23 and Article 24 of the Articles of Association;</u></p>	
<p><u>c) Each Member shall have the right to propose the establishment of Regional Groups and establish Voluntary Regional Groups, in accordance with the modalities set out in Article 25 of the Articles of Association;</u></p>	
<p><u>a)d) Each Member shall have the right to nominate candidates with regard to the elections for the positions of President, Vice-President, Chairperson and other members of the Board, Chairperson and Vice-Chairperson of the Committees and of the Legal and Regulatory Group, in accordance with the modalities set out in Chapter IV of the Articles of Association.</u></p>	
<p><u>3. Each Member shall have, among others, the following duties, always in accordance with the Articles of Association and the Internal Regulations:</u></p>	
<p><u>a) Each Member undertakes to provide the Association with sufficient technical expertise taking into account not only their respective specificities and capabilities but also the appropriate level of involvement to enable the efficient and successful implementation of the Association's activities in accordance with the Association's Work Programme;</u></p>	
<p><u>b) Each Member shall contribute annually to the budget of the Association by payment of Membership subscriptions, according to the modalities set out in Chapter V of the Articles of Association;</u></p>	
<p><u>c) Each Member undertakes to follow decisions of the Association and use their reasonable endeavours to work in the best interest of the Association at all times 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, and where such a commitment would lead to a potential conflict of interest situation,</u></p>	Technical alignment - Former Article 47 IR



Proposed text (in TC)	Topic
<p><u>the Member is required to notify the Secretary-General or President immediately of such conflict of interest;</u></p>	
<p>d) Each Member undertakes to comply with the <u>rules, decisions and support commonly agreed positions</u> issued by the bodies of the Association in accordance with the Articles of Association and with the Internal Regulations, (i) except for <u>rules, decisions and commonly agreed positions</u> issued by Regional Groups and approved by the Assembly, insofar as such Member does not belong to the Regional Group to which such rules are intended to apply and (ii) provided the <u>rules, decisions and commonly agreed positions</u> do not conflict with mandatory national laws applicable to that Member <u>and/or national specificity of that Member</u>.</p>	
<p><b>CHAPTER III: Bodies of the Association</b></p>	
<p><b>Article 164.➔ Bodies of the Association</b></p>	
<p>[...]</p>	
<p>The Association also acknowledges the Voluntary Regional Groups and the nomination advisory committee in accordance with, respectively, Article 250(32) of the Articles of Association and Article 271.(1) of the <u>Internal Regulations Articles of Association</u>. The Association also acknowledges the Expert Groups.</p>	<p>Technical alignment - the referred provisions are now part of the AoA.</p>
<p>The bodies of the Association interrelate as explained in Articles 175 to 250 inclusive.</p>	
<p><b>Article 175.➔ The Assembly</b></p>	
<p>2. The Assembly is the general leading body of the Association, and has full powers to enable the achievement of the Association's purpose. All powers not specifically attributed to the other bodies of the Association, belong to the Assembly.</p>	
<p>In particular, the Assembly is responsible for, without being limited to:</p>	
<p>[...]</p>	
<p>d) the appointment and dismissal of the Chairpersons of each of the Committees and of the Legal and Regulatory Group;</p>	
<p>[...]</p>	
<p>j) the adoption of the general strategy of the Association <u>on developments affecting in a significant manner the technical, security, market or financial conditions of the TSO community and/or the common TSOs' missions;</u></p>	<p>Streamlining the decision-making process</p>
<p>[...]</p>	

Proposed text (in TC)	Topic
<p>l) the approval of the following budget data, submitted by the Secretary-General:</p> <ul style="list-style-type: none"> <li>• for the previous financial year, a comparison between the budgeted and the final accounts;</li> <li>• for the current financial year, the budget, serving as basis for the calculation of monies to be paid;</li> <li>• for the following financial year, a preliminary budget, serving as basis for the monies, if any, to be paid for the following year;</li> </ul>	<p>Technical alignment – Former Article 42.1 IR</p>
<p>m) the approval of the working processes in the activities where standard procedures and specific requirements for timing, quality and transparency are essential and whereby each process shall be defined and described in detail in a separate Process Description Document;</p>	<p>Technical alignment – Complement former Article 43.2 IR</p>
<p>[...]</p>	
<p>p) the adoption of decisions on matters submitted to the Assembly by the Board as provided for in Article 196(6) or by the Committees as provided for in Article 2318(5);</p>	
<p>[...]</p>	
<p>t) the final resolution on any Committee and Legal and Regulatory Group decision or any Board decision which qualifies as a Major Transmission System Matter and which has been escalated to the Assembly in accordance with the Internal Regulations;</p>	
<p>u) addressing, in the context of the constant monitoring of the Board, resource matters in a spirit of solidarity and equity between the Members upon proposal from the Board or on its own initiative.</p>	<p>The rights and duties of the members</p>
<p><del>The power entrusted to the Assembly to decide on any Committee or Legal and Regulatory Group decision or any Board decision which allegedly qualifies as a Major Transmission System Matter as stipulated in Article 15(2)(r) shall be reconsidered during the Annual Assembly meeting of 2016. Each Member shall work towards the implementation of the decisions of the Association within the timeframe decided by the Assembly meeting of 2016.</del></p>	<p>Outdated provision to be taken out</p>
<p>[...]</p>	
<p>3. The Members shall seek to participate in the Annual Assembly meetings as well as in all the other Assembly meetings that shall be held through their CEOs, or equivalent position if the function does not exist under the relevant domestic law of a Member. Each Member shall appoint in writing and notify to the President a one Representative to attend Assembly meetings who is authorised to exercise that Member's rights. However, if a Member's Representative is unable to attend an Assembly meeting, that Member may be represented by a substitute Representative, to the extent that the name of the substitute Representative has been notified in writing to the President. The appointment of a Representative or a substitute Representative by a Member shall take effect on receipt by the President of the written notification.</p>	<p>Technical alignment – Former Articles 10.1, 5.1 and 5.2 IR</p>

Proposed text (in TC)	Topic
[...]	
4. [...]	
<p>Members may send one additional representative, who shall not have any voting power, to attend Assembly meetings <u>in accordance with the provision of the Internal Regulations. The name of the additional representative shall be communicated in writing to the President at the latest on the fourth Business Day preceding the Assembly meeting.</u></p>	<p>Technical alignment – Former Article 6.2 IR</p>
<p>Without prejudice to this Article <u>175(4)</u>, the President may invite other interested persons to attend the meetings of the Assembly, but such persons shall not have any voting power.</p>	
[...]	
5. [...]	
<p><u>The Annual Assembly shall decide, amongst other matters, on all regular matters such as (i) the approval of the annual accounts and (ii) the appointment or, the case being, dismissal of the Vice-President, the other eleven members of the Board, the Secretary-General and the statutory auditors.</u></p>	<p>Technical alignment – Former Article 10.2 IR</p>
<p><u>Apart from the Annual Assembly, Assembly meetings shall be held whenever needed. To the extent useful, the Association shall work towards organising on average four Assembly meetings per year (the Annual Assembly meeting included).</u></p>	<p>Technical alignment – Former Article 10.3 IR</p>
<p>An Assembly meeting shall also be held:</p>	
[...]	
<p>b) when requested by Member(s) representing at least twenty per cent of the total population as mentioned in Table 1 of Article <u>175(6)</u>, or by a group of three Members from at least three different countries. <u>The request has to be submitted in writing to the President, and has to 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 two weeks of receipt and subject to verification that the request is consistent with the conditions of Article 17(5) of the Articles of Association, the President shall decide on a date for the meeting. Such meeting shall be held within 2 months of the receipt of the request. Upon request of the President, the Secretariat shall give notice (including the agenda) to all Members in accordance with this Article 17(5) of the Articles of Association. The notice shall indicate the name of the Member or Members who have requested the meeting, and shall describe the conditions as to validity required under the terms of Article 17(7) of the Articles of Association; and</u></p>	<p>Technical Alignment – Former Article 7.2 IR</p>
<p>c) as a result of Article <u>196(9)</u>, in which case the Assembly meeting may be assisted by a mediation advisory committee, in accordance with the <u>Articles of AssociationsInternal Regulations.</u></p>	<p>Technical alignment - the referred provisions are now part of the AoA.</p>
<p>The President shall notify the Members of the requested Assembly. Notices shall:</p>	

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[...]	
<p>b) include an agenda, and, where deemed appropriate by the President, include a proposal for decision for each item of the agenda submitted for decision <u>and, where deemed appropriate by the President, have supporting documents;</u></p> <p><u>The first item on the agenda shall be the notification by the President of the verification of the quorum and the distribution of voting rights for Members present or represented. The second item on the agenda shall be the approval of the agenda itself. The agenda can only be amended at a meeting at which Members of the Association representing at least 75% of the First Part of the Voting Power and 80% of the Second Part of the Voting Power attend or are represented and subject to their unanimous approval.</u></p>	<p>Technical alignment – Former Article 8.2 IR</p>
<p>c) be delivered to each Member by e-mail <u>(using the addresses of the Representative of each Member registered at the Secretariat),</u> at least three weeks before the meeting unless the President considers that, due to a specific time constraint, shorter advance notices are needed. In this case, the President shall have the possibility to deliver the notices to each Member by e-mail, at least two weeks before the meeting. <u>In deviation to the first sentence of this point c), the supporting documents have to be made available to each Member (including by electronic means) at least two weeks before the meeting.</u></p>	<p>Technical alignment – Former Article 7.1 and 11.1 IR</p>
<p>An Assembly meeting shall be held physically <del>or,</del> by written voting procedure <u>in accordance with the Internal Regulations, or in any other way permitted by law, with, respectively, the possibility (in case the meeting is held physically) or the obligation (in case the meeting is held by written voting procedure) to have the voting by electronic means.</u> <u>The manner in which the meeting will be held and the voting modalities shall be specified in the Assembly notice. The electronic voting system shall consist of each Member sending a vote to the Secretariat, which shall be encrypted in case of an election procedure (in such case, the whole set of encrypted votes shall be de-encrypted simultaneously). The majorities needed for decisions taken by a written procedure are the same as for decisions taken by an Assembly meeting which is held physically.</u></p>	<p>Technical alignment - Former Article 11.1 and 11.3 IR</p> <p>Flexibility and increased resilience</p>
<p>In case of an Assembly meeting being held physically, the Members have to confirm their presence at the Assembly at the latest one week or, in the event of a notice being sent less than three weeks before the Assembly, at the latest the third Business Day before the Assembly meeting. <u>In case of an Assembly meeting being held by written voting procedure, the time required for the due process is fixed by the President of the Association and shall be at least eight Business Days, except in case shorter duration is deemed necessary by the President.</u></p>	<p>Technical alignment – Former Article 11.2 IR</p> <p>Streamlining the decision-making process</p>
<p><u>Before the closing of an Assembly meeting, the Secretary-General shall prepare a set of minutes comprising the agenda, the list of Members present or represented, together with the names of Representatives and</u></p>	<p>Technical Alignment - Former Article 9. 1 IR</p>

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Proposed text (in TC)	Topic
<p><u>proxy holders, their respective voting rights, the documents which were submitted for approval (the case being as amended by the Assembly) and the decisions adopted by the Assembly.</u></p>	
<p><del>The deliberations and decisions of the Assembly meeting shall be recorded by the Secretary-General and</del>            †These minutes shall be <u>approved by the Assembly in session and</u> signed by the Secretary-General, the President, and the Representatives that request so. If the Secretary-General is absent, the Assembly shall designate among those present a person to record the deliberations and sign these minutes together with the President.</p>	<p>Technical Alignment - Former Article 9.2 IR</p>
<p>The <u>original copy of the</u> minutes of the Assembly shall be kept at the registered office. Excerpts shall be signed by the President or the Secretary-General</p>	<p>Technical Alignment – Former Article 9.3 IR</p>
<p>6. [...]</p>	

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Table 1. Voting power of the Members of the Association (as subsequently amended or reviewed in accordance with Article 17(6))

Country	Member	First Part of the Voting Power ('one country, one vote' principle)	Second Part of the Voting Power (population per control area in thousand inhabitants)
Albania	OST	12	2,800,1
Austria	APG - Austrian Power Grid AG VÜEN - Vorarlberger Übertragungsnetz GmbH	10 2	<u>8,527.18,448,4</u> <u>398.9393,6</u>
Belgium	ELIA Transmission Belgium SA/NV	12	<u>11,566,011,467,9</u>
Bosnia Herzegovina	NOS BiH - Nezavisni operator sustava u Bosni i Hercegovini	12	3,531,2
Bulgaria	ESO - Electroenergien Sistemen Operator EAD	12	<u>6,916.57,000,0</u>
Croatia	Croatian Transmission System Operator Ltd.	12	<u>4,036.44,076,3</u>
Cyprus	TSO Cyprus - Cyprus Transmission System Operator	12	<u>896.0875,9</u>
Czech Republic	ČEPS - ČEPS, a.s.	12	<u>10,574.210,529,0</u>
Denmark	Energinet - Energinet	12	<u>5,833.95,799,8</u>
Estonia	Elering - Elering AS	12	<u>1,330.11,324,8</u>
Finland	FINGRID - FINGRID OYJ	12	<u>5,527.55,512,1</u>
France	RTE - Réseau de Transport d'Electricité, S.A	12	<u>67,439.667,028,1</u>
Germany	Amprion - Amprion GmbH TenneT GER - TenneT TSO GmbH TransnetBW - TransnetBW GmbH 50Hertz - 50Hertz Transmission GmbH	3 3 3 3	<u>29,625.9</u> <u>29,561,4</u> <u>25,165.4</u> <u>25,076,1</u> <u>10,320.4</u> <u>10,283,2</u> <u>18,008.818,020,0</u>
Greece	IPTO - Independent Power Transmission Operator S.A.	12	<u>10,682.5</u> <u>10,722,3</u>
Hungary	MAVIR Hungarian Transmission Operator Company Ltd	12	<u>9,730.89,772,8</u>
Iceland	Landsnet - Landsnet hf	12	315,6
Ireland	EirGrid - EirGrid plc	12	<u>5,006.34,904,2</u>
Italy	Terna - Rete Elettrica Nazionale SpA	12	<u>59,862.361,068,4</u>
Latvia	<del>Augstsprieguma tīkls</del> - AS Augstsprieguma tīkls	12	<u>1,893.21,920,0</u>
Lithuania	LITGRID - LITGRID AB	12	<u>2,795.72,794,2</u>
Luxembourg	CREOS Luxembourg - CREOS Luxembourg S.A.	12	<u>633.3612,2</u>

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Montenegro	CGES AD	12	620,0
Netherlands	TenneT NL - TenneT TSO B.V.	12	<u>17,617.817,423,0</u>
Norway	Statnett - Statnett SF	12	4,980,0
Poland	PSE - PSE S.A.	12	<u>37,840.037,972,8</u>
Portugal	REN - Rede Eléctrica Nacional, S.A	12	<u>10,298.310,276,6</u>
Romania	Compania Națională de Transport al Energiei Electrice Transelectrica S.A.	12	<u>19,186.2</u> <u>19,405,2</u>
Serbia	EMS - <del>JP</del> JSC Elektromreža Srbije	12	<u>7,186.97,186,9</u>
Slovak Republic	Slovenská elektrizačná prenosová sústava, a.s.	12	<u>5,459.85,450,4</u>
Slovenia	ELES, d.o.o., sistemski operater prenosnega elektroenergetskega omrežja	12	<u>2,109.02,080,9</u>
Spain	REE - Red Eléctrica de España, S.A.U.	12	<u>47,394.246,934,6</u>
Sweden	Svenska Kraftnät - Affärsverket Svenska Kraftnät	12	<u>10,370.010,243,0</u>
Switzerland	Swissgrid - Swissgrid AG	12	8,035,4
Republic of North Macedonia	MEPSO - Operator na elektroprenosniot sistem na Makedonija, AD	12	<u>2,022.52,022,6</u>
United Kingdom <u>in</u> <u>respect of Northern</u> <u>Ireland</u>	<del>National Grid - National Grid Electricity System Operator Ltd</del> <del>SONI - System Operator for Northern Ireland Ltd</del> <del>SHE Transmission - Scottish Hydro Electric Transmission plc</del> <del>SP Transmission - Scottish Power Transmission plc</del>	<u>9</u> <u>1</u> <u>1</u> <u>1</u> <u>12</u>	<u>1,915.0</u> <u>59,269,3</u> <u>1,892,8</u> <u>1,426,1</u> <u>4,058,9</u>
<b>TOTAL</b>		<b><u>408420</u></b>	<b><u>478 452</u></b> <b><u>800543,116,1</u></b>

<p>Each Representative of a Member shall exercise the number of votes attributable to the Member he represents in accordance with this Article <u>175</u>.</p>	
<p>[...]</p>	
<p>7. The Assembly meeting shall only be quorate when the Members attending or represented at the Assembly represent at least 55% of the First Part of the Voting Power and 65% of the Second Part of the Voting Power (both as specified in Article <u>175(6)</u>). In case this attendance quorum is not met, the President shall call a second meeting for which no attendance quorum shall apply.</p> <p>The Assembly shall aim to achieve unanimity of all voting power present or represented for all decisions to be taken. When no such unanimity can be reached, a decision of the Assembly shall be adopted:</p>	
<p>a) by a simple majority for all decisions:</p>	
<p>[...]</p>	
<p>(ii) except for the appointment of (a) the President and the Vice-President, (b) the Chairpersons of each of the Committees and of the Legal and Regulatory Group and (c) the Chairperson and the other members of the Board for which specific voting rules are specified in the <u>Articles of AssociationsInternal Regulations</u>.</p>	<p>Technical Alignment - the referred provisions are now part of the AoA.</p>
<p>b) by a special majority for:</p>	
<p>[...]</p>	
<p>(iv) any decision of a Committee or of the Legal and Regulatory Group or any decision of the Board which qualifies as a Major Transmission System Matter and which has been escalated to the Assembly in accordance with <u>Article 18 of the Articles of Associationthe Internal Regulations</u>.</p>	<p>Technical alignment - the referred provisions are now part of the AoA.</p>
<p>A simple majority requires the approval by Members representing at least 55% of the First Part of the Voting Power attending or represented at the Assembly and 65% of the Second Part of the Voting Power attending or represented at the Assembly (both as specified in Article <u>175(6)</u>).</p>	
<p>A special majority requires the approval by Members representing at least 72% of the First Part of the Voting Power attending or represented at the Assembly and 65% of the Second Part of the Voting Power attending or represented at the Assembly (both as specified in Article <u>1517(6)</u>).</p>	
<p>[...]</p>	
<p><del>The attribution of voting power and the majorities needed for valid decisions shall be reconsidered, taking into account the possible legislative developments within the EU, during the Annual Assembly of 2017.</del></p>	<p>Outdated provision, to be taken out</p>
<p>9. The Assembly shall appoint the President and the Vice-President for a term of two years <u>in accordance with Article 29 and Article 33</u>.</p>	



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[...]	
<p><del>The President and/or the Vice-President may resign by notifying his decision to the Assembly. The resigning (Vice-) President shall remain in office until the next Assembly meeting, where a replacement shall be appointed. This replacement shall assume the functions of the resigning (Vice-)President until the expiry of the term of office of the outgoing person.</del></p>	Flexibility and increased resilience – Move down and merge with Article 36 AoA
<p><del>In case the remaining term of office of the outgoing (Vice-)President exceeds one year, this replacement shall, for the application of Article 15(9), second paragraph, be considered to have been appointed for a term of two years.</del></p>	
<p><del>In case of resignation of the (Vice-) President, the process of finding a replacement for the resigning (Vice-) President shall be initiated immediately after receipt of the notice of resignation, taking into account that an Assembly meeting should be called within four months.</del></p>	
<p><del>The (Vice-)President shall be considered to have resigned with immediate effect in case he ceases to be an Employee of a Member. In case of resignation with immediate effect, the functions of the resigning (Vice-)President shall be assumed by, as the case may be, the President or the Vice-President still in function, until the Assembly appoints a replacement in accordance with Article 15(9).</del></p>	
<p>10. The Secretariat shall notify <u>the President and</u> all Members of decisions of the Assembly within one week of the meeting by sending a copy of the minutes.</p>	Technical alignment – Former Article 9.3 IR
<p><b>Article 18. Assembly escalation process</b></p>	Technical alignment – Former Article 12 IR
<p><u>1. Any Board, Committee or Legal and Regulatory Group decision which qualifies as a Major Transmission System Matter can be escalated to the Assembly within four Business Days as from the day of the notification of the Board, Committee or Legal and Regulatory Group decision (in accordance with, respectively, Article 19(10), Article 23(9) and Article 24(8) of the Articles of Association), on request of:</u></p>	
<p><u>a) the Representative of any Member of the Association;</u></p>	
<p><u>b) any Board member; or</u></p>	
<p><u>c) the Chairperson or, in his absence, the Vice-Chairperson of any Committee or of the Legal and Regulatory Group.</u></p>	
<p><u>2. The request shall comprise a brief overview of the grounds on which the decision can be qualified as a Major Transmission System Matter and, if deemed necessary by the requester, a solicitation for an extraordinary physical meeting. The request shall be notified in writing to the President and to the Secretary-General by e-mail. The President shall decide after having assessed the circumstances of the case to submit the escalated decision to the Assembly during a physical meeting or through a written voting procedure.</u></p>	

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<p>3. The Assembly shall decide on the basis of a proposal made by an ad-hoc group composed of the relevant Committee and of the Legal and Regulatory Group Chairs acting in due consultation with their respective Committee or the Legal and Regulatory Group, the Secretary-General and the relevant Secretariat managers.</p>	
<p><b>Article 196.÷The Board</b></p>	
<p>1. [...]</p>	
<p>The members of the Board are appointed by the Assembly for a term of two years <u>in accordance with Article 32.</u></p>	
<p>[...]</p>	
<p><del>A member of the Board may resign by notifying his decision to the Assembly. The resigning member of the Board shall remain in office until the next Assembly meeting, where a replacement shall be appointed. This replacement shall assume the functions of the resigning member of the Board until the expiry of the term of office of the outgoing member of the Board.</del></p>	<p>Flexibility and increased resilience - Move down and merge with Article 37 AoA</p>
<p><del>In case the remaining term of office of the outgoing member of the Board exceeds one year, this replacement shall, for the application of Article 16(1), third paragraph, be considered to have been appointed for a term of two years.</del></p>	
<p><del>In case of resignation of a member of the Board, the process of finding a replacement for the resigning member of the Board shall be initiated immediately after receipt of the notice of resignation, taking into account that an Assembly meeting should be called within four months.</del></p>	
<p><del>A member of the Board shall be considered to have resigned with immediate effect in case he ceases to be an Employee in the top management of a Member.</del></p>	
<p>2. The Chairperson of the Board is appointed by the Assembly for a term of two years <u>in accordance with Article 30.</u></p>	
<p>In the event that the interest of the Association requires it, the Chairperson may be reappointed for one more term of two years (with a limitation to two- successive mandates).</p>	
<p>[...]</p>	
<p>3. The Vice-Chairperson of the Board shall be appointed by the Board amongst the candidates proposed by the members of the Board for a term of two years <u>in accordance with Article 34.</u></p>	
<p>[...]</p>	
<p><del>The Vice-Chairperson may resign by notifying his decision to the Chairperson of the Board. The resigning Vice-Chairperson shall remain in office until the next Board meeting, where a decision on replacement shall be taken. This replacement shall assume the functions of the resigning Vice-Chairperson until the expiry of the term of office of the outgoing Vice-Chairperson.</del></p>	<p>Flexibility and increased resilience - Move down and merge with Article 39 AoA</p>

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<del>In case the remaining term of office of the outgoing Vice-Chairperson exceeds one year, this replacement shall, for the application of Article 16(3), second paragraph, be considered to have been appointed for a term of two years.</del>	
<del>In case of resignation of the Vice-Chairperson, a Board meeting should be called within four months.</del>	
<del>The Vice-Chairperson shall be considered to have resigned with immediate effect in case he ceases to be an Employee in the top management of a Member. In case of resignation with immediate effect of the Vice-Chairperson, the functions of the resigning Vice-Chairperson shall be assumed by a Board member designated by the Chairperson, until the Board appoints a replacement in accordance with Article 16(3).</del>	
6. The Board shall be entrusted with the following powers:	
a) adoption of position papers, within the framework of the general strategy of the Association adopted by the Assembly, on the basis of <del>a proposal (i) adopted but non-unanimously approved by a Committee or by the Legal and Regulatory Group in accordance with Article 23(5) or Article 24(4) respectively prepared upon request from the Board or on its (their) own initiative by one or more Committee(s) or (ii) from an ad-hoc group whose members are appointed by one or more Committee(s);</del>	Streamlining the decision-making process
[...]	
<del>c) providing guidance on any (cross-)Committee issue which Committees face in delivering their mission (i) which constitutes a blocking point for the Committee or (ii) for which the strategy to be followed as defined by the Assembly and Board needs to be further clarified;</del>	Streamlining the decision-making process.
<del>d) appointment and dismissal of the Vice-Chairperson of the Board;</del>	
<del>e) preparation of the agenda for Assembly meetings;</del>	
<del>f) drafting of proposals regarding the annual work programmes to the Assembly, implementation of the annual work programmes as adopted by the Assembly and delegation of part of it to the relevant Committees;</del>	
<del>g) preparation and approval of the annual report;</del>	
<del>h) issuance of a recommendation to the Assembly on any application for the status of Associated Member;</del>	
<del>i) drafting of proposals regarding Observer Membership agreements to the Assembly;</del>	
<del>j) follow-up and execution of the general strategy and decisions of the Assembly including bringing at its own judgement to the Assembly the most important developments of its implementation;</del>	Streamline the decision-making process
<del>k) co-ordination of the overall representation of the Association;</del>	
<del>l) supervision of the Secretary General;</del>	
<del>m) decision on issues delegated by the Assembly to the Board;</del>	
<del>n) delegation of power on specific decisions and circumstances to the Committees;</del>	

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<p><del>op</del>) establishment and dissolution, on its own initiative or upon proposal of the Secretary General, of an Expert Group and of its corresponding Terms of Reference, which shall include:</p>	
<p>[...]</p>	
<p><del>po</del>) decision on internal audit, audit reports and related action plans concerning internal audit activities, on the proposal of the resources committee described in the Internal Regulations;</p>	
<p><del>qp</del>) decision upon all power entrusted to the Board in the Articles of Association and the Internal Regulations;</p>	
<p><del>rq</del>) decision on any <del>Committee and Legal and Regulatory Group decision which allegedly raises a Cross Committee Implication Concern Matter and for referral by the Board</del> in accordance with <del>the Internal Regulations Article 20</del> or which has been escalated to the Board pursuant to Article 21.</p>	Streamlining the decision-making process
<p><del>The power entrusted to the Board to decide on any Committee or Legal and Regulatory Group decision which allegedly raises a Cross Committee Implication Concern as stipulated in Article 16(6)(q) shall be reconsidered during the Annual Assembly meeting of 2016.</del></p>	Flexibility and increased resilience
<p>7. A Board meeting shall be held physically, <u>via video or telephone conference</u>, or via written voting procedure <u>with, respectively the possibility (in case the meeting is held physically or via video or telephone conference) or the obligation (in case of written voting procedure) to have the voting by electronic means.</u> <u>The electronic voting system shall consist of each Board member sending a vote to the Secretariat, which shall be encrypted in case of an election procedure (in such case, the whole set of encrypted votes shall be de-encrypted simultaneously).</u> <u>The majorities needed for decisions taken by a written procedure are the same as for decisions taken by a Board meeting which is held physically or via video or telephone conference.</u> <u>In case of a Board meeting being held by written voting procedure, the time required for the due process is fixed by the Chairperson of the Board and shall be at least one week, except in case of emergency.</u></p>	Flexibility and increased resilience  Technical alignment – Former Article 14 IR
<p>8. The Board shall be convened by the Chairperson of the Board each time the interests of the Association requires it. In addition, at least two Board members may require that the Board convenes, and may determine the agenda of such meeting, or, if such meeting has already been convened, may require other items to be added to the agenda of such meeting.</p>	
<p>Notice of a meeting <u>together with the agenda</u> shall be given to the members of the Board <u>by e-mail by the Secretariat at the request of the Chairperson of the Board</u> at least one week before the meeting.</p>	Technical alignment – Former Article 13.1 IR
<p>The notice of a meeting shall specify time and place of the meeting (which shall be Brussels, unless exceptional circumstances indicated in the notice), include the agenda <u>indicating those items which are submitted for information or for decision</u> and shall, where deemed appropriate by the Chairperson of the Board, for each item of the agenda submitted for decision, include a written proposal of decision. <u>Where deemed appropriate by the Chairperson, an item of the agenda should have supporting documents attached. Those documents shall be made available to each member of the Board at least one week before the meeting.</u></p>	Technical alignment – Former Article 13.2 IR

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<p>The Secretary-General shall assist the Chairperson of the Board at the meeting and shall record the minutes of the meeting of the Board. If the Secretary-General is absent, this task shall be performed by a person appointed by the Secretary-General, or, if no such person has been appointed, by a person appointed by the Chairperson of the Board. <u>These draft minutes shall be made available to the members of the Board, not later than one week after the meeting. After approval by the Board and signature by the Chairperson and the Secretary-General (at the latest by the next meeting), the Secretariat shall keep the original copy of the minutes and copies shall be made available to the members of the Board as well as to the Representatives of the Members of the Association.</u></p>	<p>Technical alignment – Former Article 13.3 IR</p>
<p><u>In deviation to the preceding paragraph, whenever the Board takes decisions on issues delegated to the Board by the Assembly, the Secretary-General shall prepare, before the closing of the Board meeting, a set of minutes comprising the agenda, the list of Board members present or represented, together with the names of the proxy holders, the documents which were submitted for approval (the case being as amended by the Board) and the decision adopted by the Board. These minutes shall be approved by the Board in session and signed by the Chairperson and the Secretary-General. The Secretariat shall be responsible for the distribution of the copies to all members of the Board, to the President and to the Representatives of all the Members of the Association within one week of the meeting. The original copy of the minutes shall be kept by the Secretariat.</u></p>	<p>Technical alignment – Former Article 13.4 IR</p>
<p>[...]</p>	
<p>9. [...]</p>	
<p>Notwithstanding the above, if no unanimity is reached with respect to:</p>	
<p>[...]</p>	
<p>b) decisions on issues delegated to the Board by the Assembly, the Chairperson of the Board shall request that the President calls an Assembly meeting in accordance with Article 17<del>5</del>(5), to deliberate and decide upon the matter. Following such request, the President may decide that the Assembly meeting shall be preceded by one or more meeting(s) of a mediation advisory committee <u>set up in order to formulate a consensus proposal to the Assembly. This mediation advisory committee shall be chaired by the President and shall consist of four further persons, two persons designated by the group of representatives rejecting the proposal which was submitted to voting in the Board respectively the Committee concerned, and two persons designated by the group of representatives in favour of the said proposal</u><del>in accordance with the Internal Regulations.</del></p>	<p>Technical alignment – Former Article 7 IR</p>
<p>[...]</p>	
<p>11. Any decision of the Board shall only become final if such decision has not been escalated to the Assembly in accordance with <u>Article 18 of the Articles of Association</u><del>the Internal Regulations.</del></p>	<p>Technical alignment - the referred provisions are now part of the AoA</p>

<p><b>Article 20. Board referral process</b></p>	<p>Streamlining the decision-making process</p>
<p>1. Any Committee or Legal and Regulatory Group decision item which raises a Cross Committee Implication Matter shall be referred without undue delay by the Chairperson of the relevant Committee(s) or of the Legal and Regulatory Group to the Board in order to decide which body of the Association shall take the lead in preparing and making a decision as well as in ensuring the involvement of all bodies of the Association that may be affected by the decision.</p>	
<p>2. The Board shall decide upon a proposal of the Chairpersons of the Committees and of the Legal and Regulatory Group on the handling of a Cross Committee Implication Matter.</p>	
<p>3. In the case the Chairpersons of the Committees and of the Legal and Regulatory Group are unable to agree on a proposal on the handling a Cross Committee Implication Matter, the Cross Committee Implication Matters is reverted to the Board and the Board can decide without such proposal.</p>	
<p><b>Article 21. Board escalation process</b></p>	<p>Technical alignment – Former Article 15 IR</p> <p>Streamlining the decision-making process</p>
<p>1. Any Committee or Legal and Regulatory Group decision which raises a Cross Committee Implication Matter can be escalated to the Board within four Business Days as from the day of the notification of the Committee or of the Legal and Regulatory Group decision (in accordance with Article 23(9) and Article 24(8) of the Articles of Association), on request of:</p>	
<p>a) any Board member; or</p>	
<p>b) the Chairperson of any Committee or of the Legal and Regulatory Group;</p>	
<p>under the condition that the Board referral process pursuant to Article 20 was not or not properly previously applied.</p>	
<p>2. The request, comprising a brief overview of the grounds on which the decision raises a Cross Committee Implication Matter, shall be notified in writing to the Chairperson of the Board and to the Secretary General by e-mail. The Chairperson of the Board shall decide after having assessed the circumstances of the case to submit the escalated decision to the Board during a physical meeting or through a written voting procedure.</p>	
<p>3. The Board shall decide on the basis of a proposal made by an ad-hoc group composed of the relevant Committee and/or Legal and Regulatory Group Chairs acting in due consultation with their respective Committee or Legal and Regulatory Group, the Secretary-General and the relevant Secretariat managers.</p>	
<p><b>Article <del>2318</del>. The Committees</b></p>	
<p>1. The following Committees are established:</p>	
<p>[...]</p>	

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c) a Market Committee; <del>and</del>	
d) <del>a Research, Development and Innovation and Development</del> Committee; and	Flexibility and increased resilience
e) <del>an Information and Communication Technologies Committee.</del>	Flexibility and increased resilience
[...]	
5. [...]	
a) within their annual work programme and the tasks delegated by the Board or Assembly and within their approved budget:	
[...]	
<del>(iv) prepare, at their own initiative or upon request from the Board, and adopt position papers in coordination with the Board, within the framework of the general strategy of the Association as adopted by the Assembly. Position papers adopted but non-unanimously approved by a Committee shall be confirmed by the Board in accordance with Article 19(6)(a);</del>	Streamlining the decision-making process
[...]	
<del>e) prepare upon request of the Board position paper proposals, within the framework of the general strategy of the Association as adopted by the Assembly, for adoption by the Board;</del>	Streamlining the decision-making process
<del>ed) appoint the respective members of the ad-hoc groups entrusted by the Board to:</del>	
[...]	
<del>e) take decisions delegated to the Committee concerned by the Board or the Assembly;</del>	Flexibility and increased resilience
<del>df) initiate and lead studies of common interest within the mandate given by the Board to the Committee concerned;</del>	
<del>eg) make proposals for pan-European harmonisation of the codes and rules;</del>	
<del>fh) adopt the network codes, the ten year network development plan, the common network operational tools, the research plans, the annual generation and network adequacy outlooks and other legally mandated deliverables in accordance with the Internal Regulations;</del>	
<del>gi) assess proposals and the terms of reference to establish Regional Groups;</del>	
<del>hj) coordinate the work of the Regional Groups with respect to pan-European interests, inter alia to appropriately contribute to the work of the regulatory/governmental regional initiatives. The decision whether a certain issue is of pan-European interest, is taken by the Committee under which a Regional Group is established. This coordination competence of a Committee includes the competence to suspend decisions of a Regional Group where the Committee that coordinates this Regional Group, judges that the Regional Group concerned has taken decisions which conflict with the pan-European interest.</del>	

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[...]	
10. Any decision of a Committee shall only become final if such decision has not been escalated to the Assembly or to the Board in accordance with <u>respectively, Article 18 of the Articles of Association and Article 21 of the Articles of Association, the Internal Regulations.</u>	Technical alignment – Former Article 34.7 IR.
12. The Chairpersons of the Committees shall be appointed by the Assembly for a term of two years <u>in accordance with Article 31.</u> The Chairpersons of the Committees cannot be a member of the Board.	
[...]	
<del>The Chairperson of a Committee may resign by notifying his decision to the Assembly. The resigning Chairperson shall remain in office until the next Assembly meeting, where a replacement shall be appointed. This replacement shall assume the functions of the resigning Chairperson until the expiry of the term of office of the outgoing Chairperson.</del>	Flexibility and increased resilience - Move down and merge with Article 38 AoA
<del>In case the remaining term of office of the outgoing Chairperson exceeds one year, this replacement shall, for the application of Article 18(12), second paragraph, be considered to have been appointed for a term of two years.</del>	
<del>In case of resignation of a Chairperson of a Committee, the process of finding a replacement for the resigning Chairperson shall be initiated immediately after receipt of the notice of resignation, taking into account that an Assembly meeting should be called within four months.</del>	
<del>The Chairperson of a Committee shall be considered to have resigned with immediate effect in case he ceases to be an Employee holding a senior position in a Member. In case of resignation with immediate effect of the Chairperson of a Committee, the functions of the resigning Chairperson shall be assumed by the Vice-Chairperson of the Committee concerned, until the Assembly appoints a replacement in accordance with Article 18(12).</del>	
13. [...]	
<del>The Vice-Chairperson of a Committee may resign by notifying his decision to the Chairperson of the Committee concerned. The resigning Vice-Chairperson shall remain in office until the next Committee meeting, where a decision on replacement shall be taken. This replacement shall assume the functions of the resigning Vice-Chairperson until the expiry of the term of office of the outgoing Vice-Chairperson.</del>	Flexibility and increased resilience - Merge with Article 3 IR
<del>In case the remaining term of office of the outgoing Vice-Chairperson exceeds one year, this replacement shall, for the application of Article 18(13), second paragraph, be considered to have been appointed for a term of two years.</del>	
<del>In case of resignation of a Vice-Chairperson of a Committee, a meeting of the Committee concerned should be called within four months.</del>	



<p><del>The Vice-Chairperson of a Committee shall be considered to have resigned with immediate effect in case he ceases to be an Employee of a Member. In case of resignation with immediate effect of the Vice-Chairperson of a Committee, the functions of the resigning Vice-Chairperson shall be assumed by a member of the Committee concerned designated by the Chairperson of the Committee concerned, until the Committee concerned appoints a replacement in accordance with Article 18 (13).</del></p>	
<p><b>Article 2419. – The Legal and Regulatory Group</b></p>	
<p>4. The Legal and Regulatory Group shall be entrusted with the following powers:</p>	
<p>[...]</p>	
<p>b) ensuring legal and regulatory compliance of the Association's activities;</p>	
<p><u>c) prepare, upon request of the Board, and adopt in coordination with the other Committees and the Board position papers, within the framework of the general strategy of the Association as adopted by the Assembly. Position papers non-unanimously approved by the Legal and Regulatory Group shall be confirmed by the Board in accordance with Article 19(6)(a);</u></p>	<p>Streamlining the decision-making process</p>
<p>9. Any decision of the Legal and Regulatory Group shall only become final if such decision has not been escalated to the Assembly or to the Board in accordance with <del>the Internal Regulations respectively, Article 18 of the Articles of Association and Article 21 of the Articles of Association.</del></p>	<p>Technical alignment – Former Article 35.6 IR.</p>
<p>11. The Chairperson of the Legal and Regulatory Group shall be appointed by the Assembly for a term of two years <u>in accordance with Article 31.</u> The Chairperson of the Legal and Regulatory Group cannot be a member of the Board.</p>	
<p>[...]</p>	
<p><del>The Chairperson of the Legal and Regulatory Group may resign by notifying his decision to the Assembly. The resigning Chairperson shall remain in office until the next Assembly meeting, where a replacement shall be appointed. This replacement shall assume the functions of the resigning Chairperson until the expiry of the term of office of the outgoing Chairperson.</del></p>	<p>Flexibility and increased resilience - Move down and merge with Article 38 AoA</p>
<p><del>In case the remaining term of office of the outgoing Chairperson exceeds one year, this replacement shall, for the application of Article 19(11), second paragraph, be considered to have been appointed for a term of two years.</del></p>	
<p><del>In case of resignation of the Chairperson of the Legal and Regulatory Group, the process of finding a replacement for the resigning Chairperson shall be initiated immediately after receipt of the notice of resignation, taking into account that an Assembly meeting should be called within four months. The Chairperson of the Legal and Regulatory Group shall be considered to have resigned with immediate effect in case he ceases to be an Employee holding a senior position in a Member. In case of resignation with immediate effect of the Chairperson of the Legal and Regulatory Group, the functions of the resigning</del></p>	

<p><del>Chairperson shall be assumed by the Vice-Chairperson of the Legal and Regulatory Group, until the Assembly appoints a replacement in accordance with Article 19(11).</del></p>	
<p>12. [...]</p>	
<p><del>The Vice-Chairperson of the Legal and Regulatory Group may resign by notifying his decision to the Chairperson of the Legal and Regulatory Group. The resigning Vice-Chairperson shall remain in office until the next meeting of the Legal and Regulatory Group, where a decision on a replacement shall be taken. This replacement shall assume the functions of the resigning Vice-Chairperson until the expiry of the term of office of the outgoing Vice-Chairperson.</del></p>	<p>Flexibility and increased resilience - Merge with Article 3 IR</p>
<p><del>In case the remaining term of office of the outgoing Vice-Chairperson exceeds one year, this replacement shall, for the application of Article 19(12), second paragraph, be considered to have been appointed for a term of two years.</del></p>	
<p><del>In case of resignation of a Vice-Chairperson of the Legal and Regulatory Group, a meeting of the Legal and Regulatory Group should be called within four months.</del></p>	
<p><del>13. The Vice-Chairperson of the Legal and Regulatory Group shall be considered to have resigned with immediate effect in case he ceases to be an Employee of a Member. In case of resignation with immediate effect of the Vice-Chairperson of the Legal and Regulatory Group, the functions of the resigning Vice-Chairperson shall be assumed by a member of the Legal and Regulatory Group designated by the Chairperson of the Legal and Regulatory Group, until the Legal and Regulatory Group appoints a replacement in accordance with Article 19(12).</del></p>	
<p><del><b>Article 261. The Secretariat</b></del></p>	
<p>1. The Secretariat shall be entrusted with the following powers:</p>	<p>Streamlining the decision-making process</p>
<p>a) assisting and supporting, <u>including in organisation and coordination matters</u>, the bodies of the Association mentioned in Article 164 and the processes of the Association;</p>	
<p>[...]</p>	
<p>d) informing <u>and involving in a timely and comprehensive manner</u> the bodies, Members, Associated Members and Observer Members on Association activities;</p>	
<p>e) adapting one time per year the Second Part of the Voting Power as mentioned in Table 1; <del>and</del></p>	
<p>f) proceeding to all legally required publications in the Belgian Official Gazette;</p>	
<p><u>g) providing technically skilled project management and support services;</u></p>	
<p><u>h) sharing information and ensuring a fit for purpose reporting on tasks; and</u></p>	

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<p><u>i) promoting the work and positions of the Association.</u></p>	
<p>3. The Secretary-General supervises the Secretariat and is responsible for the management of the Secretariat and the oversight of its work, which are aimed at fulfilling the responsibilities set forth in Article 261(1).</p>	
<p>He shall be responsible for the day-to-day management of the Association within the approved budget and in line with the approved guidelines. The day-to-day management includes amongst others:</p>	
<p>[...]</p>	
<p>j) developing budget proposals and annual accounts; monitoring the budget and reporting budget status to the Board; -</p>	
<p><u>k) submitting for approval to the Assembly the following budget data:</u></p>	<p>Technical alignment – Former Article 42.1 IR</p>
<p><u>• for the previous financial year, a comparison between the budgeted and the final accounts;</u></p>	
<p><u>• for the current financial year, the budget, serving as basis for the calculation of monies to be paid;</u></p>	
<p><u>• for the following financial year, a preliminary budget, serving as basis for the monies, if any, to be paid for the following year; -</u></p>	
<p><u>i) ensuring budget management.</u></p>	<p>Budget and resource matters</p>
<p>[...]</p>	
<p><b>CHAPTER IV: Elections and Resignations</b></p>	
<p><b><u>Article 27. Nomination advisory committee</u></b></p>	<p>Technical alignment – Former Article 17 IR</p>
<p><u>1. The nomination advisory committee is composed of the President, the Chairperson of the Board and any three persons appointed by the Board.</u></p>	
<p><u>If a member of the nomination advisory committee has stood himself up for a position for which the committee has to propose candidates, the member concerned shall refrain from taking part in the deliberations and ballot with regard to this proposal.</u></p>	
<p><u>The Chairs of the Committees and of the Legal and Regulatory Group shall be consulted by the nomination advisory committee for the proposals for the position of Chairperson of the Committees and of the Legal and Regulatory Group.</u></p>	
<p><u>The Secretary-General attends the meetings of the nomination advisory committee and drafts the minutes of these meetings.</u></p>	
<p><u>The nomination advisory committee may call on the support of advisers. Upon request of the nomination advisory committee, advisers can also attend the meetings of the nomination advisory committee to provide advice and assistance.</u></p>	<p>Streamlining the election processes</p>
<p><u>2. The nomination advisory committee has the following powers:</u></p>	

<p>a) to organise a call for candidates when the position of President, Vice-President, Chairperson of the Board, member of the Board or Chairperson of a Committee or of the Legal and Regulatory Group becomes vacant;</p>	
<p>b) to contact potential candidates on its own initiative;</p>	
<p>c) to formulate a consensus proposal regarding the candidates for the position of President, Vice-President, Chairperson of the Board, member of the Board or Chairperson of a Committee or of the Legal and Regulatory Group;</p>	
<p>d) to formulate recommendations to the President on the modalities for organising the elections within each of the sessions foreseen in the Articles of Association.</p>	Streamlining the election processes
<p><b>Article 28. Election process modalities</b></p>	
<p>1. The President shall, following recommendation of the nomination advisory committee and of the Vice-President and taking into account the principles set out in this Article 28, determine the modalities of the election and voting process for the position of President, Vice-President, Chairperson of the Board, member of the Board and Chairperson of a Committee or of the Legal and Regulatory Group. These modalities will include among others (i) the order in which the elections take place within each of the sessions foreseen in the Articles of Association in case the same Assembly meeting has to decide on the election of more than one open position, (ii) the method according to which the votes are cast, including the possibility to deviate from the principle of voting by secret ballot and the possibility to hold the election informally by applause if there is only one candidate and the possibility to hold the election via an electronic voting tool. The Assembly notice shall provide information on these election process modalities.</p>	Streamlining the election processes
<p>2. In case the election is held by written or electronic secret ballot, in order to ensure both the secrecy of the ballot and the efficiency of the election procedure, the secret ballot shall be organized as follows:</p> <p>a) each Member participating in the vote shall receive one voting form (a written voting form or, in case of electronic voting, an electronic voting form);</p> <p>b) the voting forms shall be counted or, in case of electronic voting calculation, verified by two external, independent persons (e.g. a public notary, an external lawyer) that are appointed during the meeting where the election takes place;</p> <p>c) these external persons are entrusted with the power to calculate, interpret and communicate the results of the elections;</p> <p>d) after the communication of the results, they shall keep the voting forms under a closed envelope during a period of four months after the election and shall keep the voting results of the Members confidential;</p>	Technical alignment – Former Article 18 IR

<p>e) during the four months period, the voting forms can, following a decision of the Assembly meeting taken with a special majority, be re-examined by one or more additional external, independent person(s), in order to verify the results communicated by the initially appointed external persons;</p> <p>f) after the period of four months, the voting forms shall be destroyed.</p>	
<p><b>Article 29. Election of the President</b></p>	<p>Technical alignment - Former Article 18 IR</p>
<p>1. A call for nominations for the Presidency shall be organised by the nomination advisory committee at least four months in advance of the election date concerned. Nominations, comprising a nomination letter signed by the relevant Assembly Representative(s), a brief résumé and a motivation letter of the candidate, should be sent to the nomination advisory committee at least three months in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	<p>Streamlining the election processes</p>
<p>2. The nomination advisory committee shall propose a list with maximum two candidates for this position not later than one month and a half prior to the election date, including the information received from the listed candidates. Notice of this proposal shall be given to the Chairperson of the Board and to the Secretary-General. The Secretariat shall be responsible for the distribution of this proposal to all the Members of the Association.</p>	
<p>Additional nominations, including a nomination letter signed by the relevant Assembly representative(s), a brief résumé and a motivation letter, may be submitted by Members to the President at least one month in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	
<p>Candidates for this position shall be chosen amongst the Representatives of Members in the Assembly, who are Employees and who do not have conflict of interest as foreseen in Article 18 of the Internal Regulations.</p>	
<p>3. The proposal of the nomination advisory committee, together with the potential additional nominations submitted by Members, shall be distributed to all the Members of the Association at least three weeks in advance of the election date concerned.</p>	
<p>4. The election of the President shall take place at the penultimate Assembly meeting to be held during the term of office of the outgoing President in accordance with Article 17(9) of the Articles of Association.</p>	
<p>5. The elections shall be held by secret ballot, except: (i) if otherwise indicated in the Assembly notice, or (ii) if the Assembly, by simple majority, decides to deviate from the principle of a secret ballot.</p>	
<p>6. If no candidate obtains a majority of over 50 % of the votes in the first voting round, a second voting round shall be held. Then the choice shall be limited to the two candidates having obtained the most votes in the</p>	

<p>first voting round. The candidate that obtains the most votes in the second voting round shall be validly appointed. In order to determine which candidate obtained over 50% of the votes or which candidate(s) obtained the most votes, an average percentage shall be derived from the two parts of the Voting Power for each candidate. This average percentage shall be calculated of the proportional vote shares whereby 50 % is determined on the basis of the First Part of the Voting Power and 50 % on the basis of the Second Part of the Voting Power.</p>	
<p>7. The newly appointed President shall enter in office on the date of expiry of the term of office of the outgoing President.</p>	
<p><b>Article 30. Election of the Chairperson of the Board</b></p>	<p>Technical alignment – Former Article 19 IR</p>
<p>1. A call for nominations for the Chairpersonship of the Board shall be organised by the nomination advisory committee at least four months in advance of the election date. Nominations, comprising a nomination letter signed by the relevant Assembly representative(s), a brief résumé and a motivation letter of the candidate, should be sent to the nomination advisory committee at least three months in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	<p>Streamlining the election processes</p>
<p>2. The nomination advisory committee shall propose a list with maximum two candidates for this position not later than one month and a half prior to the election date, including the information received from the listed candidates. Notice of this proposal shall be given to the Chairperson of the Board and to the Secretary-General. The Secretariat shall be responsible for the distribution of this proposal to all the Members of the Association.</p>	
<p>Additional nominations, including a nomination letter signed by the relevant Assembly representative(s), a brief résumé and a motivation letter, may be submitted by Members to the President at least one month in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	
<p>Candidates for this position shall be chosen amongst the Employees in the top management of a Member who do not have conflict of interest as foreseen in Article 18 of the Internal Regulations.</p>	
<p>3. The proposal of the nomination advisory committee, together with the potential additional nominations submitted by Members, shall be distributed to all the Members of the Association at least three weeks in advance of the election date concerned.</p>	
<p>4. The election shall take place at the penultimate Assembly meeting to be held during the term of office of the outgoing Chairperson, in accordance with Article 19(2) of the Articles of Association. The Assembly shall appoint the Chairperson following the same voting procedure as for the appointment of the President in accordance with Article 29(6) of the Articles of Association.</p>	

<p>5. The elections shall be by secret ballot, except: (i) if otherwise indicated in the Assembly notice; or (ii) if the Assembly, by simple majority, decides to deviate from the principle of a secret ballot</p>	
<p>In order to ensure both the secrecy of the ballot and the efficiency of the election procedure, the secret ballot shall be organized in accordance with Article 28 of the Articles of Association.</p>	
<p>6. The newly appointed Chairperson shall enter in office on the date of expiry of the term of office of the outgoing Chairperson.</p>	
<p><b>Article 31. Election of the Chairpersons of the Committees and of the Legal and Regulatory Group</b></p>	<p>Technical alignment – Former Article 20 IR</p>
<p>1. A call for nominations for the Chairpersonship of a Committee and of the Legal and Regulatory Group shall be organised by the nomination advisory committee at least four months in advance of the election date. Nominations, comprising a nomination letter signed by the relevant Assembly representative(s), a brief résumé and a motivation letter of the candidate, should be sent to the nomination advisory committee at least three months in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	<p>Streamlining the election processes</p>
<p>2. The nomination advisory committee shall propose a list with maximum two candidates for each position not later than one month and a half prior to the election date, including the information received from the listed candidates. Notice of this proposal shall be given to the Chairperson of the Board and to the Secretary-General. The Secretariat shall be responsible for the distribution of this proposal to all the Members of the Association.</p>	
<p>Additional nominations, including a nomination letter signed by the relevant Assembly representative(s) a brief résumé and a motivation letter, may be submitted by Members to the President at least one month in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	
<p>Candidates for these positions shall: (i) be Employees holding a senior position in the Member concerned; (ii) have adequate qualifications and experiences, relevant technical expertise as well as group facilitation skills, taking into account the specific tasks of the Committee concerned; (iii) be able to make themselves sufficiently available for an efficient management of the Chairpersonship in the Committee concerned or in the Legal and Regulatory Group; and (iv) not have conflict of interest as foreseen in Article 18 of the Internal Regulations.</p>	
<p>3. The proposal of the nomination advisory committee, together with the potential additional nominations submitted by Members, shall be distributed to all the Members of the Association at least three weeks in advance of the election date concerned.</p>	
<p>4. The election shall take place at the penultimate Assembly meeting to be held during the term of office of the outgoing Chairpersons of the Committees and of the Legal and Regulatory Group, in accordance with</p>	

<p>Articles 23(12) and 24(11) of the Articles of Association. The Assembly shall appoint the Chairpersons of the Committees and of the Legal and Regulatory Group, following the same voting procedure as for the appointment of the President in accordance with Article 29(6) of the Articles of Association.</p>	
<p>5. The elections shall be by secret ballot, except: (i) if otherwise indicated in the Assembly notice; or (ii) if the Assembly, by simple majority, decides to deviate from the principle of a secret ballot.</p>	
<p>In order to ensure both the secrecy of the ballot and the efficiency of the election procedure, the secret ballot shall be organized in accordance with Article 28 of the Articles of Association.</p>	
<p>6. The newly appointed Chairpersons of the Committees and of the Legal and Regulatory Group shall enter in office on the date of expiry of the term of office of the outgoing Chairpersons.</p>	
<p><b>Article 32. Election of the other members of the Board</b></p>	
	<p>Technical alignment – Former Article 21 IR</p> <p>Streamlining the election processes</p>
<p>1. A call for nominations of the maximum eleven other members of the Board shall be organised by the nomination advisory committee at least four months in advance of the election date. Nominations, comprising a nomination letter signed by the relevant Assembly Representative(s), a brief résumé and a motivation letter of the candidate, should be sent to the nomination advisory committee at least three months in advance of the election date concerned, it being understood that this deadline can be postponed by the nomination advisory committee to ensure that it falls after the announcement of the results of the election of the President and the Chairpersons of the Board, of the Committees and of the Legal and Regulatory Group. Nominations by more than one member will not create priority or preference over other nominations.</p>	
<p>2. The nomination advisory committee shall propose a list with maximum two candidates for each position not later than one month and a half prior to the election date, including the information received from the listed candidates. The nomination advisory committee shall make a proposal where at least one third of the Board members are proposed as Board members by means of a first mandate. Notice of this proposal shall be given to the Chairperson of the Board and to the Secretary-General. The Secretariat shall be responsible for the distribution of this proposal to all the Members of the Association.</p>	
<p>Additional nominations, including a nomination letter signed by the relevant Assembly Representative(s), a brief résumé and a motivation letter, may be submitted by Members to the President at least one month in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	



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<p>Candidates for these positions shall be chosen amongst the Employees in the top management of a Member who do not have conflict of interest as foreseen in Article 18 of the Internal Regulations, and taking into account:</p> <ul style="list-style-type: none"> <li>• a fair geographical representation among the persons nominated;</li> <li>• the contributions to the ENTSO-E work done (i) under the candidate's leadership or (ii) as a result of the involvement and commitment of the Member(s) presenting the candidate;</li> <li>• an appropriate level of diversity amongst the persons nominated in terms of skills, including gender balance exemplarity, while also taking into account the ability for the persons nominated to represent the specificities of as many Members as possible.</li> </ul>	
<p>3. The proposal of the nomination advisory committee, together with the potential additional nominations submitted by Members, shall be distributed to all the Members of the Association at least three weeks in advance of the election date concerned.</p>	
<p>4. The election shall take place at the last Assembly meeting to be held during the term of office of the outgoing members of the Board, in accordance with Article 19(1) of the Articles of Association.</p>	
<p>5. The elections shall be by secret ballot, except : (i) if otherwise indicated in the Assembly notice; or (ii) if the Assembly, by simple majority, decides to deviate from the principle of a secret ballot.</p>	
<p>In order to ensure both the secrecy of the ballot and the efficiency of the election procedure, the secret ballot shall be organized in accordance with Article 28 of the Articles of Association.</p>	
<p>6. Each Representative shall receive a voting form displaying the name of all the candidates and shall select a maximum of eleven candidate. The candidates shall be ordered from the candidate who obtained the most votes to the candidate who obtained the least votes. The eleven candidates who obtained the most votes shall be validly appointed subject to the condition that at least one third of the Board members are appointed as Board members by means of a first mandate.</p>	
<p>If there is not at least one third of new Board members:</p>	
<p>a) the candidates who were not part of the outgoing Board and who are amongst the eleven candidates who obtained the most votes shall be validly appointed;</p>	
<p>b) the candidates who were part of the outgoing Board and who are amongst the eleven candidates who obtained the most votes shall be validly appointed (with priority to those who obtained the most votes) to the extent that at least one third of the positions of Board member remain free for Board members by means of a first mandate;</p>	
<p>c) a second round shall be organized among the candidates who were not part of the outgoing Board to reach the threshold of at least one third of new Board member. The candidates who obtained the most votes on their name shall be validly appointed.</p>	

<p>In order to determine the number of votes obtained by each candidate, an average percentage shall be derived from the two parts of the Voting Power for each candidate. This average percentage shall be calculated of the proportional vote shares whereby 50 % is determined on the basis of the First Part of the Voting Power and 50 % on the basis of the Second Part of the Voting Power.</p>	
<p>7. The newly appointed other members of the Board needed to arrive at a Board of maximum twelve persons shall enter in office on the date of expiry of the term of office of the outgoing maximum eleven other members of the Board.</p>	
<p><b>Article 33. Election of the Vice-President</b></p>	<p>Technical alignment – Former Article 22 IR</p>
<p>1. A call for nominations for the Vice-Presidency shall be organised by the nomination advisory committee at least four months in advance of the election date concerned. Nominations, comprising a nomination letter signed by the relevant Assembly Representative(s), a brief résumé and a motivation letter of the candidate, should be sent to the nomination advisory committee at least three months in advance of the election date concerned, it being understood that this deadline can be postponed by the nomination advisory committee to ensure that it falls after the announcement of the results of the election of the President and of the Chairpersons of the Board, of the Committees and of the Legal and Regulatory Group. Nominations by more than one member will not create priority or preference over other nominations.</p>	<p>Streamlining the election processes</p>
<p>2. The nomination advisory committee shall propose a list with maximum two candidates for this position not later than one month and a half prior to the election date, including the information received from the listed candidates. Notice of this proposal shall be given to the Chairperson of the Board and to the Secretary-General. The Secretariat shall be responsible for the distribution of this proposal to all the Members of the Association.</p>	
<p>Additional nominations, including a nomination letter signed by the relevant Assembly Representative(s), a brief résumé and a motivation letter, may be submitted by Members to the President at least one month in advance of the election date concerned. Nominations by more than one member will not create priority or preference over other nominations.</p>	
<p>Candidates for these positions shall be chosen amongst the Representatives of Members in the Assembly, who are Employees and who do not have conflict of interest as foreseen in Article 18 of the Internal Regulations.</p>	
<p>3. The proposal of the nomination advisory committee, together with the potential additional nominations submitted by Members, shall be distributed to all the Members of the Association at least three weeks in advance of the election date concerned.</p>	
<p>4. The election of the Vice-President shall take place at the last Assembly meeting to be held during the term of office of the outgoing Vice-President, in accordance with Article 17(9) of the Articles of Association. The</p>	

<p>Assembly shall appoint the Vice-President following the same voting procedure as for the appointment of the President in accordance with Article 29(6) of the Articles of Association.</p>	
<p>5. The elections shall be by secret ballot, except (i) if otherwise indicated in the Assembly notice or (ii) if the Assembly, by simple majority, decides to deviate from the principle of a secret ballot.</p>	
<p>In order to ensure both the secrecy of the ballot and the efficiency of the election procedure, the secret ballot shall be organized in accordance with Article 28 of the Articles of Association.</p>	
<p><b>Article 34. Election of the Vice-Chairperson of the Board</b></p>	<p>Technical alignment – Former Article 23 IR</p> <p>Streamlining the election processes</p>
<p>1. Nominations for the Vice-Chairpersonship of the Board shall be submitted by the members of the Board to the Chairperson of the Board at least one month in advance of the election date. The aforementioned nominations, résumés and motivation letters of the candidates concerned shall be circulated by the Chairperson to all the members of the Board.</p>	
<p>2. The election shall take place at the first meeting of the newly appointed Board, in accordance with Article 19(3) of the Articles of Association.</p>	
<p>3. The elections shall be by secret ballot, except: (i) if there is only one candidate for the vacant mandate; or (ii) if the Board, by simple majority, decides to deviate from the principle of a secret ballot. In case there is only one candidate for the vacant mandate, the Chairperson of the Board can decide to deviate from the principle of voting by secret ballot and hold the election informally by applause.</p>	
<p>4. If no candidate for the Vice-Chairpersonship obtains a majority of over 50 % of the votes in the first voting round, a second voting round shall be held, whereby the choice shall be limited to the two candidates having obtained the most votes in the first voting round. The candidate that obtains the most votes in the second voting round shall be validly appointed.</p>	
<p>5. The newly appointed Vice-Chairperson of the Board shall enter in office on the date of expiry of the term of office of the outgoing Vice-Chairperson.</p>	
<p><b>Article 35. Election of the Secretary-General</b></p>	<p>Technical alignment – Former Article 24 IR</p> <p>Streamlining the election process</p>
<p>1. The selection process of the Secretary-General shall consist of the following steps:</p>	
<p>a) circulation of the vacancy to Members and Associated Members;</p>	
<p>b) if decided by the Board, additional headhunting by a European executive search firm, selection of which shall be made by the Board; and</p>	
<p>c) assessment by an independent selection jury appointed by the Board which includes, if decided by the Board, an assessment by a specialized assessment agency, selection of which shall be made by the Board.</p>	

<p>2. Based on the outcome of the assessment exercise the Board shall come up with one final candidate to present to the Assembly for appointment.</p>	
<p><b>Article 36. Resignation of the President and of the Vice-President</b></p>	
<p>1. The President or the Vice-President may resign by notifying his resignation to the Assembly by means of a notice addressed to the Chairperson of the Board, with a copy to the Secretary-General. The Secretary-General shall circulate a copy of the notice to the nomination advisory committee and to the Representatives of all the Members of the Association.</p>	<p>Technical alignment – Former Article 27 IR</p>
<p>2. In case of resignation of the President or of the Vice-President of the Association, an Assembly meeting should be called within four months in view of a decision on replacement. The resigning (Vice-) President shall remain in office until the next Assembly meeting, where a replacement shall be appointed. The timing for the collection of nominations may be adapted to ensure the timely circulation of these nominations ahead of the Assembly meeting.</p>	<p>Flexibility and increased resilience – Part highlighted in blue are not new. Only the location has changed (Article 17(9) AoA, originally Article 15(9) AoA).</p>
<p>3. In both cases the replacement shall assume the functions of the resigning President or Vice- President until the expiry of the term of office of the outgoing President or Vice-President. In case the remaining term of office of the outgoing (Vice-)President exceeds one year, this replacement shall, for the application of Article 175(9), second paragraph, be considered to have been appointed for a term of two years.</p>	
<p>The (Vice-)President shall be considered to have resigned with immediate effect in case he ceases to be an Employee of a Member. In case of resignation with immediate effect, the functions of the resigning (Vice-)President shall be assumed by, as the case may be, the President or the Vice-President still in function, until the Assembly appoints a replacement in accordance with Article 175(9).</p>	
<p><b>Article 37. Resignation of the Chairperson and of the other members of the Board</b></p>	<p>Technical alignment – Former Article 28 IR</p>
<p>1. The Chairperson of the Board and any other member of the Board may resign by notifying his resignation to the Assembly by means of a notice addressed to the President, with a copy to the Secretary- General. The Secretary-General shall circulate a copy of the notice to the nomination advisory committee and to the Representatives of all the Members of the Association.</p>	<p>Flexibility and increased resilience - Part highlighted in blue are not new. Only the location has changed (Article 19(1) AoA).</p>
<p>2. In case of resignation of the Chairperson or of any other member of the Board, an Assembly meeting should be called within four months in view of a decision on replacement. The timing for the collection of nominations may be adapted to ensure the timely circulation of these nominations ahead of the Assembly meeting. The resigning member of the Board shall remain in office until the next Assembly meeting, where a replacement shall be appointed</p>	
<p>3. In all these cases the replacement shall assume the functions of the resigning Chairperson or other member of the Board until the expiry of the term of office of the outgoing Chairperson or other member of the Board. In case the remaining term of office of the outgoing member of the Board exceeds one year, this replacement</p>	

<p>shall, for the application of Article 196(1), third paragraph, be considered to have been appointed for a term of two years.</p>	
<p>4. A member of the Board shall be considered to have resigned with immediate effect in case he ceases to be an Employee in the top management of a Member.</p>	
<p><b>Article 38. Resignation of the Chairpersons of the Committees and of the Legal and Regulatory Group</b></p>	<p>Technical alignment – Former Article 29 IR</p>
<p>1. The Chairperson of a Committee and of the Legal and Regulatory Group may resign by notifying his resignation to the Assembly by means of a notice addressed to the President, with a copy to the Secretary-General. The Secretary-General shall circulate a copy of the notice to the nomination advisory committee and to the Representatives of all the Members of the Association.</p>	<p>Flexibility and adaptability - Part highlighted in blue are not new. Only the location has changed (Article 23(12) and 24(11) AoA).</p>
<p>2. In case of resignation of the Chairperson of a Committee or of the Legal and Regulatory Group, the process of finding a replacement for the resigning Chairperson shall be initiated immediately after receipt of the notice of resignation, taking into account that an Assembly meeting should be called within four months. The timing for the collection of nominations may be adapted to ensure the timely circulation of these nominations ahead of the Assembly meeting. The resigning Chairperson shall remain in office until the next Assembly meeting, where a replacement shall be appointed.</p>	
<p>3. The replacement shall assume the functions of the resigning Chairperson until the expiry of the term of office of the outgoing Chairperson. In case the remaining term of office of the outgoing Chairperson exceeds one year, this replacement shall, for the application of Article 1823(12), second paragraph, and of Article 24(11), second paragraph, respectively, be considered to have been appointed for a term of two years.</p>	
<p>4. The Chairperson of a Committee or of the Legal Regulatory Group shall be considered to have resigned with immediate effect in case he ceases to be an Employee holding a senior position in a Member. In case of resignation with immediate effect of the Chairperson of a Committee, the functions of the resigning Chairperson shall be assumed by the Vice-Chairperson of the Committee concerned or by the Vice-Chairperson of the Legal Regulatory Group, until the Assembly appoints a replacement in accordance with Article 1823(12).</p>	
<p><b>Article 39. Resignation of the Vice-Chairperson of the Board</b></p>	<p>Technical alignment – Former Article 30 IR</p>
<p>1. The Vice-Chairperson of the Board may resign submit by notifying his resignation to the Chairperson of the Board. The Chairperson of the Board shall circulate a copy of the notice to all the members of the Board.</p>	<p>Flexibility and increased resilience - Part highlighted in blue are not new. Only the location has changed (Article 19(3) of the AoA).</p>
<p>2. In case of resignation of the Vice-Chairperson of the Board, a meeting of the Board should be called within four months in view of a decision on replacement. The resigning Vice-Chairperson shall remain in office until the next Board meeting, where a decision on replacement shall be taken.</p>	
<p>3. The replacement shall assume the functions of the resigning Vice-Chairperson until the expiry of the term of office of the outgoing Vice-Chairperson. In case the remaining term of office of the outgoing Vice-</p>	

Chairperson exceeds one year, this replacement shall, for the application of Article 196(3), second paragraph, be considered to have been appointed for a term of two years.	
4. The Vice-Chairperson shall be considered to have resigned with immediate effect in case he ceases to be an Employee in the top management of a Member. In case of resignation with immediate effect of the Vice-Chairperson, the functions of the resigning Vice-Chairperson shall be assumed by a Board member designated by the Chairperson, until the Board appoints a replacement in accordance with Article 196(3).	
<b>CHAPTER V: Financial Arrangements</b>	
<b>Article 2240.- Budgetary Matters</b>	
1. [...]	
2. The budget of the Association will be determined by the Assembly and can be composed of contributions, external financing, revenues or any other resources.	Budget and resource matters
32. [...]	
43. The Associated Members shall contribute to the budget of the Association through the payment of an Associated Membership fee equivalent to the amount of 100.000 euros per year.	Budget and resource matters
45. The Observer Members shall contribute to the budget of the Association through the payment of an Observer Membership fee equivalent to an amount between 10.000 and 70.000 euros per year as determined in the Observer Membership agreement.	Budget and resource matters
<b>Article 2442.- Annual Accounts</b>	
1. Each year, the Board shall draw up the annual accounts and shall submit them for approval to the next Assembly meeting, in accordance with the Belgian Code of Companies and Associations Law dated June 27, 1921.	
3. [...]	
In case of an unforeseen deficit, the Assembly may also decide on advance payments to be made by the Members, in proportion to their annual contribution to the budget as approved by the Assembly.	Technical alignment – Former Article 42 IR
<b>CHAPTER VI: Miscellaneous Provisions</b>	
<b>Article 2543.- Modification of Articles of Association</b>	
1. Changes to the Articles of Association shall be made in accordance with Articles 2:5, §3 and 2:5, §4 of the Belgian Code of Companies and Associations Article 48 and 50 paragraph 3 of the Belgian Law dated June 27, 1921. The amendments and a consolidated text of the Articles of Association shall be registered at the office of the Clerk of the commercial court. In addition, amendments to the Articles of Association shall be published, at the expenses of the Association, in the Annexes to the Belgian Official Gazette.	Technical alignment – New legal basis in Belgium

<p><b>Article 2644.- Liquidation</b></p>	
<p>2. After payment of all debts and expenses of the liquidation, the Assembly shall decide on the use of any net balance having regard to the objectives of the Association. Any assets remaining after liquidation shall be allocated to <del>a disinterested cause</del> <u>an association or other entity with a similar purpose as the Association, except in case the Assembly would decide otherwise.</u></p>	<p>Budget and resource matters</p>
<p><b>Article 48: Official functions within the Association - Reserved to Employees</b></p>	<p>Technical alignment – Former Article 44 IR</p>
<p>1. All official functions within the Association where TSOs are represented (e.g. Assembly, Board, Committees, Legal and Regulatory Group, Regional Groups, working groups, Expert Groups, task forces) shall only be occupied by Employees, provided that only Employees in the top management of a Member can occupy the function of Chairperson or member of the Board.</p>	
<p>2. By derogation to the above, in exceptional circumstances, Members may appoint a person not being an Employee to be its representative in a working group or in a task force, subject to the condition that this person is not an employee of a company providing services to the Association during the same period and subject to the prior written authorisation by the Chairperson of the relevant Committee, provided this authorisation is communicated to all the members of the relevant working group or task force with a copy to the Secretary General.</p>	
<p><b>Article 49. Transparency and Confidentiality</b></p>	<p>Technical alignment – Former Article 45 IR</p>
<p>1. Within the general context of transparency between the TSOs and in accordance with the principles set forth in Articles 16 and 21(9) of Directive 2009/72/EC (as subsequently modified or substituted), national law implementing the abovementioned provisions and/or other national or international law imposing specific confidentiality and non-disclosure obligations, no Member, Associated Member or Observer Member (or its (substitute) representative) of the Association shall use any confidential information obtained by it (the "Recipient") through their status of Member, Associated Member or Observer Member of the Association for any purpose save as strictly required by its obligations set forth in Article 12(e) of Directive 2009/72/EC (as subsequently modified or substituted), or disclose any such information to any third party other than the Recipient's directors, employees, professional advisers and representatives who strictly need to know such information for the proper performance of their professional activities and who are correspondingly bound in writing by the same strict obligations of confidentiality.</p>	<p>Flexibility and increased resilience</p>
<p>All Members, Associated Members and Observer Members of the Association shall organise their data handling in such a way as to minimise the risks of misuse or unauthorised access or disclosure of Confidential Information.</p>	
<p>Confidential Information includes:</p>	

<p>a) information relating to users of the electricity network systems, which is commercially sensitive information and, if disclosed, is likely to breach a legal obligations of a Member (e.g. competition law); and</p> <p>b) information clearly marked as "confidential" provided that the person conveying the information provides proof of legal constraints such as for example, competition constraint or security constraints justifying the confidential character of the obligation no later than at the moment it is submitting the information;</p> <p>and excludes information which:</p> <p>a) shall be disclosed in accordance with any piece of law of the European Union or in accordance with any piece of national law applying to the TSO providing the information;</p> <p>b) is the public domain other than by reason of breach of this clause;</p> <p>c) is already lawfully in the possession of the Recipient prior to its receipt from the disclosing party; or</p> <p>d) the Recipient is required to disclose under any law, court order or order of authorities.</p> <p>Any Member, Associated Member or Observer Member, who is deemed by the Assembly to be in breach of this Article, may be excluded by the Assembly from exercising its rights as a Member, an Associated Member or an Observer Member of the Association as appropriate.</p>	
<p><b>Article 50. Cooperation with other Organisations and Institutions</b></p> <p>1. Without prejudice to Article 4 of the Articles of Association and taking into account the requirements of applicable law regarding matters to be treated within the Association, the Association shall, in due respect of subsidiarity, not interfere in activities that are the proper responsibility of its Members.</p> <p>2. In order to avoid unnecessary duplication of effort, and to promote a coordinated approach to matters of mutual interest, the Association is empowered to establish and maintain regular contact with, and cooperate with, any organisations and institutions representing the interests of Transmission System Operators both within and outside the IEM.</p>	<p>Technical alignment – Former Article 46 of the IR</p> <p>Flexibility and increased resilience</p>
<p><b>Article 51. Adherence</b></p> <p>1. By accepting the status of Member, Associated Member or Observer Member of the Association, each Member, Associated Member or Observer Member respectively accepts the Articles of Association and the Internal Regulations of the Association</p> <p>2. If a Member, Associated Member or Observer Member acts against interests of the Association or damages reputation of the Association in any way, the Assembly may at its discretion, but with respect of applicable law, issue, as the case may be, the Member, Associated Member or Observer Member with a written warning and/or exclude the Member, Associated Member or Observer Member with immediate effect in accordance with Article 13 of the Articles of Association.</p>	<p>Technical alignment – Former Article 47 of the IR</p>



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<p>3. If a person who occupies an official function within the Association has or appears to have a potential conflict of interest, acts against the interests of the Association, or damages the reputation of the Association in any way, this person can be dismissed by the competent body of the Association.</p>	
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