

# STANDING ORDERS

## of the “Union of the Electricity Industry – Eurelectric”

### Article 1. Object of the Standing Orders

The object of the Standing Orders, as described in Article 11 of the Statutes, is to specify the provisions for the internal procedure for the organisation within the “*Union of the Electricity Industry – EURELECTRIC*” (hereinafter referred to as the “association”). For anything not covered by the Statutes, reference should be made to these Standing Orders. The provisions in the Statutes shall in any case take precedence over the Standing Orders and the Standing Orders are drawn up in line with the requirements of art. 2:59 of the Belgian Code of Companies and Associations.

### Article 2. Members

#### 2.1 Definitions

The terms “Electricity Industry”, “Electricity Industry activities”, “European OECD country” and “Accession country” shall have the meanings as set out in Article 3 of the Statutes.

#### 2.2 Full Membership

Where such a single national association as provided by in Article 3 of the Statutes does not exist, Full Membership is open to several national associations provided that they accept the following requirements:

- each Full Member is represented in the Board of Directors by one single member;
- the participation in the expertise structure is based on the principle that each country has the right to be represented by one expert in the working bodies, appointed by the Full Members;
- the total fee for the country is invoiced to and paid by the national association identified by the country’s member in the Board of Directors. Where there are several Full Members in one country, they are jointly and severally responsible to pay the membership fee for the country.

## 2.3 Adherent Members

### 2.3.1 European and Mediterranean Affiliate Membership

The capacity requirements for European and Mediterranean Affiliate Members are laid down in Article 3 of the Statutes.

### 2.3.2 International Affiliate Membership

The capacity requirements for International Affiliate Members are laid down in Article 3 of the Statutes.

## Article 3. EI Associates and Business Associates

### 3.1 Capacity requirements

An Associate is either an EI Associate or a Business Associate.

An EI Associate shall be:

- an undertaking of the Electricity Industry or an organisation or institute whose field of work or interest is closely associated with Electricity Industry activities of a country represented in the “Union of the Electricity Industry – Eurelectric” by a Full or Affiliate Member that is not representing that undertaking or organisation or institute;
- an undertaking of the Electricity Industry of a country represented in the “Union of the Electricity Industry – Eurelectric” by a Full or Affiliate Member and that was Associate Member of UNIPEDE.

A Business Associate shall be an undertaking of stakeholders such as financial institutions, equipment suppliers and consultants, which have an interest in following Electricity Industry issues and/or a mission that includes increased decarbonisation and electrification.

EI and Business Associates (together referred to as “**Associates**”) shall participate in the activities of the association in accordance with the terms as laid down in these Standing Orders. They do not participate in the activities of the structure of expertise. Associates shall have no right to vote. They shall not take part in the General Meetings or in the Board of Directors, except in those cases as strictly provided for in these Standing Orders. They have access to general information and to reports at Member’s price.

### 3.2 Admission

Associates submit their application for admission to the Secretary General of the association. This request shall be submitted for examination and approval to the Board of Directors, which does not have to give a reason for any refusal.

Any Associate can resign at any time as an Associate from the association, by means of a six months prior written notice to the Secretary General. The resignation enters into force the day after the end of the six months’ notice period. The Board of Directors may, in exceptional circumstances, decide to waive the notice period of six months for the resignation of a specific Associate.

Any Associate may be excluded from the association for any just cause by a decision taken by the Board of Directors.

The Board of Directors can only validly deliberate and vote on the admission or exclusion of an Associate. The decision is taken by a two-thirds majority of the votes cast by the Directors

present or represented. Admission or exclusion enter into force the day of the decision of the Board of Directors.

Associates who cease to belong to the association shall lose all rights to its assets. The subscription for the 1-year period in which the resignation or exclusion enters into force shall remain due and cannot be refunded either wholly or in part

### **3.3 Subscription**

All Associates shall pay a 1-year subscription fee calculated following the rules and criteria as laid down in these Standing Orders.

The outstanding subscription fees of an Associate who resigns or who is excluded by the Board of Directors remain(s) due for the entire (remaining period of the) year in which the resignation took place. The Board of Directors can however decide to waive (a share of) the subscriptions that are still due by the resigning or excluded Associate.

## **Article 4. General Meeting**

- 4.1 According to Article 5 of the Statutes, convocations for the General Meeting are sent along with the agenda and related documents (reports, annual accounts, draft resolutions, etc.) by letter, telex, fax telegram or electronic mail. These documents shall be sent to the Full Members before the meeting and at the same time to the members of the Board of Directors. Proxies may be conferred by any means of transmission. They must be produced at the latest by the opening of the General Meeting for which they have been conferred. Voting by correspondence shall not be permitted. A table giving the calculation of the number of votes for each Full Member shall be circulated by the Secretariat before the meeting.
- 4.2 Only the resolutions taken by the General Meeting and which relate to points on the agenda shall be valid. The final version of these documents, as approved by the General Meeting, shall be subsequently circulated to all the Full Members.

## **Article 5. Weighted Voting and specific Voting Rules**

Article 5 (General Meeting), Article 8 and Article 9 (Board of Directors) of the Statutes set out the voting rules currently in force.

## **Article 6. Terms of reference of the Board of Directors**

- 6.1 The Board of Directors is the senior committee and as such determines the main policies and strategies. It is ultimately responsible to the Members for the administration and for any activities undertaken in furtherance of its objectives. Members of the Board shall on matters of general interest represent the integral Electricity Industry of their country. On matters of specific competence of the Transmission System Operators (TSO), they shall represent the interests of the Electricity Industry as network users. They could, when applicable and appropriate and at their explicit request, represent the network owners' views.
- 6.2 In order to ensure a fully efficient management of the "Union of the Electricity Industry - Eurelectric", the Board of Directors is entitled to delegate:
- all necessary administrative powers to the Co-ordination Committee with regard to the functioning of the expertise structure;
  - all necessary administrative powers to the Co-ordination Committee with regard to the preparation and implementation of the budget;

Delegation of powers will take the form of a written mandate or be specified in the proceedings of the Board of Directors' meetings.

#### **Article 7. Board of Directors – Duties and remuneration**

- 7.1 Board members act and fulfil their duties in the interests of the association.
- 7.2 The duties of Board member shall be carried out without payment.

#### **Article 8. Meetings of the Board of Directors**

- 8.1 Conventions of a meeting of the Board of Directors shall be done in accordance with Article 8 of the Statutes. The agenda shall be prepared by the Secretary General in agreement with the President of the "Union of the Electricity Industry - Eurelectric". Each member of the Board of Directors may ask for the inclusion of additional items on the agenda, provided that this request is made more than five days before the meeting. In this case, a revised agenda is sent 4 days before the meeting.
- 8.2 Moreover, the Secretariat shall circulate, at least ten days before the meeting a session file which sets out and explains each item on the agenda. This document shall bring out the essential elements of the subject and mention, where necessary, the points on which the discussion will centre as well as the resolutions requiring adoption by the Board.
- 8.3 In the case of absence of the Board of Directors' member, a country can be represented by another member, including the use of voting rights, by written proxy. Proxies may be conferred by any means of transmission. They must be produced at the latest by the opening of the meeting for which they have been conferred. Voting by correspondence shall not be permitted.
- 8.4 One observer selected by the Board of Directors from among the European Affiliate Members and one observer selected by the Board of Directors from among Mediterranean Affiliate Members may take part in the Board of Directors' meeting. As provided by in Article 3 of the Statutes, they shall not have the right to vote.
- 8.5 If, by exception, a Committee Chair is not a member of the Board of Directors, he/she will be invited to Board of Directors' meetings. At the proposal of the President and with approval of the Board of Directors, any person whose experience or co-operation is considered useful for the deliberation of the Board of Directors may be invited to attend. In case of vacancy or absence of a Committee Chair, the Committee Vice-Chair will be invited to the Board of Directors' meetings.
- 8.6 The Board of Directors meeting can be held either physically or remotely via any means of telecommunication allowing a collective deliberation.
- 8.7 Discussions and deliberations on EU affairs are subject to a specific regime, as set out in Article 9 of the Statutes.

#### **Article 9. President and Vice-President**

- 9.1 The President and the two Vice-Presidents shall be elected from among the Board of Directors' members and appointed by the Board of Directors by a majority of the votes in accordance with Article 8 of the Statutes. The same rules apply in the case of dismissal.

- 9.2 Where the President is not a Board member from an EU+ member, one of the two Vice-Presidents must be chosen from the representatives of EU+ members and take over the responsibilities of the President with regard to EU affairs. The President and Vice-Presidents do not represent their respective country during their mandate.
- 9.3 The mandates of the President and the Vice-Presidents shall have a duration of two years. The mandate of the President is not renewable. The mandate of the Vice-Presidents is renewable once.
- 9.4 The President shall have the following tasks:
- arrange the preparation of and chair the meetings of the Board of Directors;
  - ensure the implementation of the decisions of the Board of Directors;
  - ensure the general co-ordination of the work of the expertise structure;
  - ensure the supervision of the work of the Secretariat (including recruitment and dismissal of staff members at management level);
  - represent the Board of Directors externally and maintain relations with international organisations, in particular with the institutions of the European Union at the highest level, especially with a view to presenting opinions approved by the Board of Directors;
  - represent the “Union of the Electricity Industry – Eurelectric” in legal matters;
  - delegate to the Secretary General and/or to the Vice-Presidents a portion of his/her powers for reasons of convenience or management efficiency.
- 9.5 One of the two Vice-Presidents designated by the President shall replace the President during his/her absence, be responsible for EU affairs under the conditions as laid down in Article 9 of the Statutes and carry out specific tasks as delegated by the President.

#### **Article 10. Secretary General**

- 10.1 The Secretary General shall be appointed by the Board of Directors. Unless otherwise decided by the Board of Directors, his/her mandate shall have a duration of three years and is renewable.
- 10.2 The Secretary General shall ensure the efficient functioning of the operational structure of the “Union of the Electricity Industry – Eurelectric” and co-ordinate its work.
- 10.3 The Secretary General shall report to the President of the “Union of the Electricity Industry – Eurelectric”.

#### **Article 11. Terms of reference of the Co-ordination Committee**

- 11.1 The Co-ordination Committee shall have no decision powers in policy matters.
- 11.2 The Co-ordination Committee shall assist the Board of Directors in co-ordination matters and in implementation of decisions.
- 11.3 By delegation from the Board of Directors pursuant to Article 6.2 of the Standing Orders, the Co-ordination Committee shall co-ordinate the functioning of the expertise structure and ensure implementation of decisions of the Board of Directors. In particular, it shall have the following tasks:
- to ensure a proper functioning of Committees and to verify that due consultation between Committees takes place on issues of common interest;

- to propose new issues to be handled;
  - to monitor the preparation of conferences and workshops;
- 11.4 The Co-ordination Committee reports to the Board of Directors and shall refer to the Board of Directors all matters where consensus in the Co-ordination Committee cannot be reached.
- 11.5 The Co-ordination Committee, assisted by the Finance Group, shall follow and make proposals related to the budget and to the financial management of the “Union of the Electricity Industry - Eurelectric”.
- 11.6 The Co-ordination Committee reports to the Board of Directors and shall refer to the Board of Directors all matters where consensus on the budget cannot be reached.
- 11.7 A memorandum of each Co-ordination Committee meeting shall be made under the supervision of the Secretary General and made available to the Board of Directors.

## **Article 12. Composition of the Co-ordination Committee**

- 12.1 The Co-ordination Committee shall be composed of the President, the Vice-Presidents, the Committees Chairs, the Issue Managers, the Secretary General and a limited number of Board members, ensuring a balanced variety, where possible, of geographical, business segment and gender representation. The Co-ordination Committee may invite any person whose experience or co-operation appears useful for the meeting. In the event that a Committee Chair is unable to attend, he/she shall be replaced by the Committee Vice-Chair.
- 12.2 Board members assigned to the Co-ordination Committee are appointed by decision of the Board based on a proposal of the Nomination Committee. They have a 3-year mandate that can be extended once.
- Board members appointed to the Co-ordination Committee act in their capacity as “intuitu personae” i.e. as a person and not as a representative of a Full Member/country.
- In case of resignation or replacement of a Board Member who is member of the Co-ordination Committee, his/her position in the Co-ordination Committee will cease immediately and cannot be transferred to his/her successor in the Board.
- When necessary, the President will make a proposal for new candidates selected either from the remaining list of interested candidates or a new call for candidates will be launched.
- Board members appointed to the Co-ordination Committee may not hold any other position in the structure of expertise, notably member of the Nomination Committee, Finance Group, Expert Group Chair.
- 12.3 In the event that the Secretary General is unable to attend, he/she shall be replaced by a Head of Unit designated by him beforehand.
- 12.4 The Co-ordination Committee shall meet whenever appropriate. The Co-ordination Committee shall be chaired by the President. If this is not possible, he/she shall be replaced by one of the two Vice-Presidents designated by the President.
- 12.5 The Co-ordination Committee meeting can be held either physically or remotely via any means of telecommunication allowing a collective deliberation.

## Article 13. Nomination Committee

### 13.1 Composition

The Nomination Committee is composed of the President and a limited number of Board members, ensuring a balanced variety, where possible, of geographical, business segment and gender representation.

### 13.2 Appointment and mandate

The Board members assigned to the Nomination Committee are appointed by decision of the Board.

The call for candidates to the Nomination Committee will be on the agenda of the Board meeting. Any Board member interested in a seat on the Nomination Committee should submit his/her candidature to the Secretary General no later than 1 month before the Board meeting at which the candidates are formally appointed.

At the Board meeting, the President will make a proposal of the Nomination Committee candidates for approval. The mandate of members of the Nomination Committee is for a duration of 2 years. To safeguard continuity this can be extended once. A Nomination Committee member may re-submit his/her candidature 4 years after the end of his/her previous mandate.

Nomination Committee members act in their capacity as “intuitu personae” i.e. as a person and not as a Full Member/country.

In case of resignation or replacement of a Board Member who is member of the Nomination Committee, his/her position in the Nomination Committee will cease immediately and cannot be transferred to his/her successor in the Board.

At the following Board meeting, the President will make a proposal for a new candidate selected either from the remaining list of interested candidates or, if necessary, a new call for candidates will be launched.

Board members appointed to the Nomination Committee may not hold any other position in the structure of expertise, notably Vice President, Secretary General, member of the Co-ordination Committee, Finance Group, Expert Group Chair.

### 13.3 Terms of Reference of the Nomination Committee

The Nomination Committee delivers proposals for key positions within Eurelectric:

- President
- Vice President(s)
- Secretary General
- Board appointments to the Coordinating Committee
- Issue Managers
- Finance Group members

The Nomination Committee must make one distinctive proposal for each vacant position to be filled.

In case of equal results in the nomination process for Chairs at Committee and Working Group level, the Nomination Committee nominates one candidate ensuring a balanced variety of geographical, business segment and gender representation in the Structure of Expertise.

The Nomination Committee takes a decision by simple majority.

The President will present the Nomination Committee's final proposal at the Board meeting following the one at which the call is launched. The proposal from the Nomination Committee will be included in the relevant Board session file for approval.

If a member of the Nomination Committee is among the candidates being considered for any of the key positions, he/she will be dismissed when the decision refers to the key position in question. Once appointed, and in line with the appointment rules, he/she will then cease to be member of the Nomination Committee.

A final decision on appointment of the candidate in question rests with the Board.

All discussions within the Nomination Committee must be conducted under strict confidentiality rules. Significant decisions should, however, be recorded.

Nomination Committee members should have regard to the view of the wider membership of Eurelectric.

The Secretariat will ensure logistic and administrative coordination to facilitate meetings of the Nomination Committee as required.

The Nomination Committee meeting can be held either physically or remotely via any means of telecommunication allowing a collective deliberation.

## **Article 14. Finance Group**

### **14.1 Composition**

The Finance Group is composed of the Vice-President in charge of the budget, the Secretary General, the Secretariat's Director in charge of the budget and a limited number of Board members, ensuring a balanced variety, where possible, of geographical, business segment and gender representation.

### **14.2 Appointment and mandate**

The Board members assigned to the Finance Group are appointed by decision of the Board based on a proposal of the Nomination Committee. They have a 3 year mandate that can be extended once.

Finance Group members act in their capacity as "intuitu personae" i.e. as a person and not as a representative of a Full Member/country.

In case of resignation or replacement of a Board Member who is member of the Finance Group, his/her position in the Finance Group will cease immediately and cannot be transferred to his/her successor in the Board.

At the following Board meeting, the President will make a proposal for a new candidate selected either from the remaining list of interested candidates or, if necessary, a new call for candidates will be launched.

Board members appointed to the Finance Group may not hold any other position in the structure of expertise, notably member of the Co-ordination Committee, Nomination Committee, Expert Group Chair.

### **14.3 Terms of Reference of the Finance Group**

The Finance Group

- Closely monitors the budget evolution/income and expenses of the current year
- Alerts the Board and the Co-ordination Committee in the event of significant divergence from the budget
- Provides guidance and recommendations to the Board and the Co-ordination Committee
- Delivers budget proposal for the following year to the Co-ordination Committee and the Board



The Finance Group takes decisions by simple majority of the votes cast by its members.

The Vice-President in charge of the budget presents the Finance Group's report at the Board meeting. The report of the Finance Group will be included in the relevant Board session file for approval.

The Secretariat will ensure logistic and administrative coordination to facilitate meetings of the Finance Group as required.

The Finance Group meeting can be held either physically or remotely via any means of telecommunication, as long as all participants are able to express themselves and are intelligible to all other participants.

### **Article 15. Structure of expertise**

The structure of expertise is composed of five Committees:

- Distribution and Market Facilitation
- Customers and Retail Services
- Markets and Investments
- Electrification & Sustainability
- Generation and Environment

### **Article 16. Committees – general provisions**

- 16.1 Committees have as essential role to determine the organisation's approach for a defined homogenous set of issues and activities in the terms of strategy, policy, business function.
- 16.2 Committees shall be composed of one representative per country designated by the Full Member(s) of that country, and of the Secretary General or another member of the Secretariat appointed by the Secretary General. When designating representatives to various Committees, the Full Member should aim for gender balance among the nominees. When designating a representative at the Committees, the Full Member may at the same time designate a substitute per Committee. European, Mediterranean and International Affiliate Members are entitled to nominate one representative per country in the capacity of observer.
- 16.3 If a Working Group Chair or Network of Experts Chair is not a member of his/her Committee, he/she will be invited to the Committee meetings.
- 16.4 Committees shall establish an expertise structure composed of Working Groups and Networks of Experts to meet the requirements of the work programme as approved by the Board of Directors.
- 16.5 A Committee shall be chaired by a Chair and a Vice-Chair appointed by the Board of Directors. At least one of them shall be from an EU+ member. If the Chair is not from an EU+ member, the Vice-Chair shall have the competence to represent the Committee on EU affairs. Committee Chairs shall report on their Committee activities in the Board of Directors. Their mandate shall have a duration of three years and is renewable once.

In case of vacancy of a Committee Chair or Vice-Chair position, a call for candidates is organised by the Secretariat. Full members submit their candidate proposal to the Secretary General within a deadline set by the Secretariat. The candidate profile must comply with job description defined by the Secretariat.

The candidates make a short presentation in front of the Committee members at its next meeting. Within 15 days following this meeting, each country representative in the Committee can express his/her preference (choice must be supported by his/her Full Member) by sending an email to the Secretariat that is kept confidential. The decision on the nominated candidate is taken by simple majority (one vote per country). In case of equal results, the Nomination Committee nominates one candidate ensuring a balanced variety of geographical, business segment and gender representation in the Structure of Expertise. The candidates are informed individually whether they are nominated or not. For transparency purposes, the Secretariat communicates to Full Members and Committee members the list of countries having participated in the expression of preference without any further detail.

16.6 Committee Chairs are members of the Co-ordination Committee.

16.7 Committees shall be convened by their Chairs and meet as often as needed.

### **Article 17. Committees – decision making provisions**

17.1 The Committees have an executive role.

17.2 Unless the Board of Directors decides to take decision itself, Committees adopt positions, proposals and studies on issues falling within their competence. The Secretary General or other representative of the Secretariat has no right to vote. Without prejudice to article 17.3, adoption should in principle be reached by consensus of the Committee members attending the meeting and entitled to vote. Where positions relate to EU affairs, the Committee members not belonging to the EU+ members group are bound by a duty of reserve. Thus, decisions relating to EU affairs shall ideally be taken by consensus of the EU+ members present or represented. These decisions shall only be valid if at least half of the EU+ members representing half of the votes, are present or represented. For this, the Committee can meet in a plenary or an EU affairs format.

17.3 If up to 4 members have a dissenting opinion, the decision can nevertheless be taken and these members will be offered a footnote in the approved document reflecting their minorities opinions. The Board must be informed without delay of such procedure.

17.4 In the case of absence of both the Committee member and his/her substitute, a country can be represented by another member, including the use of voting rights, by written proxy. Proxies may be conferred by any means of transmission. They must be produced, at the latest, by the opening of the meeting for which they have been conferred. Voting by correspondence shall not be permitted.

17.5 If more than 4 members have a dissenting opinion, the decision making will be taken over by the Board of Directors.

17.6 If more than 4 members have a dissenting opinion and where the relevant Committee would decide that there is an important need to communicate on the opinion of the “Union of the Electricity Industry – Eurelectric” before the next Board meeting, then the Committee is entitled to approve “Preliminary Comments of Union of the Electricity Industry – Eurelectric”. In such a case, the Committee will follow the voting rules applicable in the Board of Directors. The approved document must state that it is a preliminary comment still subject to changes and it must clearly reflect minority opinions. The Board of Directors must be informed without delay of such procedure and the issue must be submitted to the next Board meeting for decision.

- 17.7 In an emergency, at the discretion of the Committee Chair, documents may be circulated to the members of the Committee by letter, fax or electronic mail and approved in writing. In such a case, the deadline for replies, which shall not normally be less than five days after the receipt of the document, shall be clearly set. Absence of reply within the time specified shall be considered as a tacit approval. Any request for modification shall be considered as a rejection in the counting of the votes, without prejudice to the possibility of submitting the same document, amended accordingly, to a fresh vote.
- 17.8 The Committee “Distribution and Market Facilitation” can discuss and inform on regulatory matters that are of specific TSO competence, but shall take no decisions or positions on these matters.
- 17.9 The Committees meetings can be held either physically or remotely via any means of telecommunication allowing a collective deliberation.

## **Article 18. Working Groups and Networks of Experts**

- 18.1 Working Groups and Networks of Experts are created by the Board of Directors in order to ensure an expertise role.
- 18.2 Working Groups shall have the task to prepare studies, opinions or proposals on the subjects allocated to them. The Working Group dealing with Market Regulation and System Tariff issues, when dealing with matters of specific TSO competence, shall develop the network users' opinions and positions. Other Working Groups dealing with these matters must take specific measures to ensure that the conclusions of the Working Group reflect the opinions and positions of the network users. Working Groups are created subject to regular checks.
- 18.3 A Network of Experts shall consist of a pool of experts in a particular field. Networks operate largely by correspondence facilitated by the Secretariat and may meet occasionally to discuss matters of interest. Such meetings (usually in the form of seminars and workshops) shall not normally be needed more frequently than once a year.
- 18.4 The Working Groups and Networks of Experts shall be composed of high-level experts. The profiles shall be determined by the Committee Chair and the Secretary General, and included in the call for nominees. The call will be sent to the Full Members and the European and Mediterranean Affiliate Members who can nominate one member and one substitute. International Affiliate Members can participate as observers. Members of the Working Group dealing with Market Regulation and System Tariff issues must either be general representatives of their national association, or managers from a non-TSO company, or managers of the common or non-TSO part of a company. It shall be the responsibility of the Committee Chairs to ensure that an adequate and sufficient body of expertise comprises each of the Working Groups. If the Committee Chair, in consultation with the Working Group Chair, determines that additional experts are required, they shall be filled by an open call to National Associations and appointed with the consent and approval of the Secretary General.
- 18.5 The Working Groups and Networks of Experts shall be chaired by a Chair and a Vice-Chair appointed by the respective Parent Committee members by simple majority (one vote per country). At least one of them shall be from an EU+ member. If the Chair is not from an EU+ member, the Vice-Chair shall have the competence to represent the Working Groups and Networks of Experts. Their mandate shall have a maximum duration of three years and is renewable once.

In case of vacancy of a Chair or Vice-Chair position of a Working Group or Network of Experts, a call for candidates is organised by the Secretariat. Full members and European and Mediterranean Affiliate members submit their candidate proposal to the Secretary General within

a deadline set by the Secretariat. The candidate profile must comply with job description defined by the Secretariat.

The nominated candidates make a short presentation in front of the Working Group members or Network of Experts members at the next meeting. Within 15 days following this meeting, each country representative in the Working Group or Network of Experts can express his/her preference (choice must be supported by his/her Full or Affiliate Member) by sending an email to the Secretariat that is kept confidential. The decision on the selected candidate is taken by simple majority (one vote per country). In case of equal results, the Nomination Committee selects one candidate ensuring a balanced variety of geographical, business segment and gender representation in the Structure of Expertise. The Secretariat informs each candidate individually whether they are selected or not. The Secretariat informs the Parent Committee of the selected candidate at its next meeting.

- 18.6 The Working Groups shall be convened by their Chairs and meet as frequently as is necessary for carrying-out their mandate within the agreed time scale. Reports prepared by Working Groups and Networks of Experts are forwarded for information to the Board of Directors through their Committee Chair either in their full format or in the form of an executive summary.
- 18.7 In the event that a member of a Working Group or a Network of Experts does not adequately fulfil his/her commitment, the Committee Chair, in agreement with the Secretary General, shall inform the Member concerned of this situation.
- 18.8 The Working Groups and Networks of Experts meetings can be held either physically or remotely via any means of telecommunication, as long as all participants are able to express themselves and are intelligible to all other participants.

#### **Article 19. Drafting teams**

On select project works, typically of transversal nature, the Secretariat may establish drafting teams to define a draft position. Drafting teams are of temporary nature and are convened and chaired either by the secretariat or a member agreed by the concerned WGs and Committees. Their composition should strive to reflect due representation of all parts of the structure of expertise relevant to the work item, while keeping practical aspects in terms of group size in mind. Drafting teams have no decision-making power and only provide drafts for further consideration, comments and approval by the regular structure of expertise.

#### **Article 20. Issue Managers**

- 20.1 In order to carry out given tasks or to develop studies which are of a horizontal nature with respect to the fields of activity covered by different Committees, the Board of Directors may designate an Issue Manager who reports directly to the Board of Directors. All necessary powers for the achievement of his/her missions may be delegated to the Issue Manager.
- 20.2 The Issue Manager shall organise his/her activities in co-operation with Committee Chairs, Working Groups, Networks of Experts Chairs as applicable.

#### **Article 21. Tasks and organisation of the Secretariat**

- 21.1 The Secretariat has an organisational, consultative and representational role. In particular, the Secretariat shall:
- collect key information about the Electricity Industry;
  - inform the members of the work of the “Union of the Electricity Industry – Eurelectric” and of initiatives under way in international organisations, in particular in the institutions of the European Union and on the progress of work of these organisations;
  - prepare, organise the meetings of the General Meeting, Board of Directors, Co-ordination Committee, Nomination Committee and Finance Group;
  - prepare, organise and contribute to the meetings of the Committees, Working Groups and Network of Experts, draw up files and drafts, circulate minutes, publish reports and other documents;
  - propose or bring to the attention of the President, the Board of Directors or the expertise structure as appropriate any draft position or actions that can contribute to the objectives of the “Union of the Electricity Industry – Eurelectric”;
  - support the activities of the “Union of the Electricity Industry – Eurelectric” vis-à-vis international organisations, in particular institutions of the European Union, within the framework of assessed strategic issues and of approved positions and policies;
  - establish a network of relations with policy makers of international organisations, in particular institutions of the European Union;
  - communicate with external bodies (representatives of international organisations, in particular institutions of the European Union, press, etc).
  - organise Conferences, Workshops and other events;
  - be responsible for administration and the management of its personnel;
  - assist the Finance Group with the preparation of the budget;
  - follow budgets;
  - carry-out any specific mission entrusted to it by the Board of Directors in accordance with Article 6 of the Statutes.
- 21.2 In exercising representation,:
- ;
  - Members’ representatives shall be actively encouraged to participate in the related expertise structure ;
  - when representation is deemed necessary and participation by Members is not possible within the required timescale, representation shall be undertaken by the Secretariat, with due information to the relevant expertise structure.
- 21.3 The Secretariat is under the authority of the Secretary General, who reports to the President of the “Union of the Electricity Industry – Eurelectric”

## Article 22. Conferences, Seminars and Workshops

22.1 The “Union of the Electricity Industry – Eurelectric” may organise Conferences, Seminars and Workshops which are devoted to more specialised subjects.

22.2 The Secretariat informs the Board of Directors of the programme for major conferences.

## Article 23. Membership fees

### 23.1 Full and Affiliate Members

The annual fees for the year (n) are determined in relation to the budget for the year (n), as approved by the Board of Directors at its last meeting in the year (n - 1).

Before calculating the fees of Full and Affiliate Members, the fees of EI Associates and Business Associates (see 23.2 and 23.3) are subtracted from the total call for fees.

The remaining call for fees of Full and Affiliate Members is divided in two equal parts A and B.

- Part A: 50 % is allocated to Full and Affiliate Members based on the average of the “Net Production” and “Calculated Final Consumption” of electrical energy of their country, as defined by the IEA and published in the “Electricity Information” statistics for the year (n-3). In case the data for a Member country would not be included in the IEA’s statistics, another source will be defined in consultation with the concerned member(s).

The scale of fees provides for a progressive reduction in relation to the total amount of electrical energy, as specified hereafter.

TWh scale	Coefficient
For the tranche of energy up to 10 TWh	1
For the tranche of energy from 10 to 20 TWh	0.8
For the tranche of energy above 20 TWh	0.4

The minimum fees shall not be lower than the figure obtained by applying the above scale to a quantity of electrical energy equal to 10 TWh.

- Part B: 50 % is allocated to Full Members based on the percentage of votes the EU countries have in the EU Council, according to the Nice Treaty; and an estimate of such votes that other countries would have in an enlarged EU Council, as indicated in the following table.

Country	Votes in Council
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Austria	10
Belgium	12
Bulgaria	10
Croatia	7
Cyprus	4
Czechia	12
Denmark	7
Estonia	4
Finland	7
France	29
Germany	29
Greece	12
Holland	13
Hungary	12
Ireland	7
Italy	29
Latvia	4
Lithuania	7
Luxembourg	4
Malta	3
Poland	27
Portugal	12
Romania	14
Slovakia	7
Slovenia	4
Spain	27
Sweden	10
	<b>Estimated Votes</b>
FYROM	4
Iceland	3
Norway	8
Switzerland	10
Türkiye	28
United Kingdom	29

The fees will further be determined by multiplication of the following coefficients, as applicable for the budget year :

*A. For Full Members:*

Member coefficient:

- EU+ countries : 1 (applicable to parts A and B)
- New EU countries-1<sup>st</sup> year : 0.7 (applicable to parts A and B)
- New EU countries-2<sup>nd</sup> year : 0,85 (applicable to parts A and B)
- Switzerland, United Kingdom : 0,8 (applicable to parts A and B)

- Accession countries : 0.6 (applicable to parts A and B)
- Other Full Members : 0.8 (applicable to parts A only)
- : 0,6 (applicable to parts B only)

*B. For Affiliate Members:*

1. Member coefficient:

- *European Affiliate Members* : 0.4 (applicable to part A only)
- *Mediterranean Affiliate Members* : 0.4 (applicable to part A only)
- *International Affiliate Members* : 0.35 (applicable to part A only)

2. Distance coefficient:

Due to the remoteness of certain countries, the Board of Directors may decide to apply a distance coefficient of 0.5.

3. Participation coefficient:

This coefficient is determined as follows in relation to the active participation in the Committees.

Active participation.....	coefficient
in Committees	
0 .....	0.5
1 .....	0.5
2 .....	0.75
3 or more.....	1

Active participation in a Committee means one or more nominations of a member or corresponding member to the expertise structure of that Committee or a nomination of an observer in the Committee.

The fee of Full and Affiliate Members shall in no case be lower than 1.2 times the fee for EI Associates (see 23.2).

The highest membership fee shall in no case exceed 1.2 times the amount of the second highest fee.

### 23.2 EI Associates

EI Associates will pay a fee equal to 0.035 % of the provisional budget for the year (n) and at least equal to 1500 EURO.

### 23.3 Business Associates

The Business Associate fees are proposed every year by the Secretariat and approved by the Finance group.

Penalties for late payment: the fees are payable within 30 days after invoice date. A penalty for late payment will be applied, based on the Belgian legal interest rate + 2 %, pro rata temporis for each full month of non payment.



In the event of the resignation or exclusion of a Business Associate, its fee shall be payable for the whole subscription year.

## **Article 24. Financial Management**

- 24.1 The activity report for the year (n), including the profit and loss accounts and the balance sheet, shall be presented at the Board of Directors' meeting in the year (n +1) before its submission to the General Meeting which is held afterwards.
- 24.2 The financial statements and balance sheets of the "Union of the Electricity Industry - Eurelectric" shall be certified by an external auditor appointed by the General Meeting. The Board of Directors may also appoint internal auditors.
- 24.3 Any positive or negative result will be carried over to the accounts of the following year.

## **Article 25. Communications and publications**

### **25.1 Communications**

Documents intended to communicate externally the official position of the "Union of the Electricity Industry - Eurelectric" on major issues (position papers, reports, statements), shall have the prior approval of the relevant Committees, or by the Board of Directors where no agreement can be reached at Committee level. Documents which only reiterate established positions are validated by Committee Chairs.

The Secretariat shall take any appropriate communication actions in order to disseminate information on any relevant positions or decisions of the "Union of the Electricity Industry - Eurelectric".

### **25.2 Publications**

The "Union of the Electricity Industry - Eurelectric" publishes an information newsletter which is circulated to all Members.

In addition, the Secretariat shall publish all the publications of the "Union of the Electricity Industry - Eurelectric" on the member net.

## **Article 26. Languages**

- 26.1 The working language of the "Union of the Electricity Industry - Eurelectric" is English.
- 26.2 Members of the "Union of the Electricity Industry - Eurelectric" have the right to request the use of their own language provided they bear the translation and interpretation costs involved.

## **Article 27. Application and modification of Standing Orders**

In accordance with Article 11 of the Statutes, the present Standing Orders shall come into force on the date of their approval. They may be modified at any time by decision of the Board of Directors.

## Article 28. Code of Conduct

The code of conduct aims at ensuring good relations at all levels (internally and externally) and contains key engagement principles: S T R I V E

Solutions :

- We engage constructively on the basis of facts and analysis
- We are innovative and seek solutions for members and stakeholders

Transparency:

- We strive for openness and clarity internally and externally
- We share knowledge where possible and define clear processes

Respect:

- We treat members, colleagues, and counterparts with respect
- We are conscious of gender, culture, age, and ethnic diversity

Integrity:

- We are loyal to our members, vision, and positions
- We work with honesty, fairness, and professionalism

Value:

- We provide value to stakeholders, partners, and members
- We are result-driven and measure impact

Efficiency:

- We optimise for time and limit costs where possible
- We continuously improve and explore new ways to boost efficiency