

*Final Proposal (30 October 2009) – as recommended by GTE Plenary*

**Rules of Procedure of the  
International Non-Profit Association (AISBL)  
European Network of Transmission System Operators for Gas  
ENTSOG**

<b>CHAPTER 1 – GOVERNANCE.....</b>	<b>4</b>
<b>TITLE I – SCOPE OF RULES OF PROCEDURE.....</b>	<b>4</b>
Article 1. – Introduction and definitions.....	4
<b>TITLE II – MEMBERSHIP .....</b>	<b>4</b>
Article 2. – Application for membership .....	4
Article 3. – Resignation of Members .....	4
Article 4. – Exclusion .....	5
<b>TITLE III – GENERAL ASSEMBLY .....</b>	<b>5</b>
Article 5. – Appointment of a Member’s Representative and Substitute Representative – Proxy.....	5
Article 6. – Additional Attendee of a Member to the General Assembly meetings.....	6
Article 7. – Agenda of the Assembly – Supporting documents.....	6
Article 8. – Notification of attendance .....	6
Article 9. – Minutes and Resolutions .....	6
Article 10. – General Assembly meetings – Number of meetings of Assembly.....	7
<b>TITLE IV – BOARD .....</b>	<b>7</b>
Article 11. – The Board: Meetings – Attendance – Notices – Agenda – Supporting documents – Minutes and Resolutions .....	8
Article 12. – Appeal process .....	9
<b>TITLE V – ELECTIONS AND RESIGNATIONS .....</b>	<b>10</b>
Article 13. – Election of Board members .....	10
Article 14. – Order of Election.....	11
Article 15. – Designation of the General Manager.....	12
Article 16. – Designation of the Subject Managers.....	13
Article 17. – Resignation of Board members .....	13
Article 18. – Vacancy before end of term of Board members .....	13
<b>TITLE VI – WORKING GROUPS.....</b>	<b>14</b>
Article 19. – Working Groups.....	14
Article 20. – Composition of the Working Groups.....	14
<b>TITLE VII – REGIONAL COOPERATION .....</b>	<b>15</b>
Article 21. – Regional cooperation.....	15
<b>TITLE VIII – INTERNAL AND EXTERNAL COMMUNICATION AND LANGUAGE .....</b>	<b>15</b>
Article 22. – Availability of decisions of bodies of the Association.....	15
Article 23. – External communication of the Association .....	15
Article 24. – Language.....	16
<b>TITLE IX – FINANCE .....</b>	<b>16</b>
Article 25. – Financing Budget.....	16
<b>CHAPTER 2 – DEVELOPMENT PROCESSES AND CONSULTATIONS.....</b>	<b>17</b>
Article 26. – Consultations, stakeholder interactions.....	17
Article 27. – Annual Work Programme .....	18
Article 28. – Code development.....	18
Article 29. – Community-wide Network Development Plan.....	20
Article 30. – Annual Summer and Winter Supply Outlooks .....	21
Article 31. – External consultations.....	22
Article 32. – Guidelines for development processes and consultations.....	22

<b>CHAPTER 3 – MISCELLANEOUS PROVISIONS</b> .....	<b>22</b>
Article 33. – Confidentiality .....	22
Article 34. – Written forms for communication.....	23
Article 35. – Calculation of time periods .....	24

## **CHAPTER 1 – Governance**

### **TITLE I – Scope of Rules of Procedure**

#### **Article 1. – Introduction and definitions**

1. The Rules of Procedure approved by the General Assembly in accordance with Article 40 of the Articles of Association of ENTSOG, define practical and technical matters and procedures governing the operations of the Association.
2. Once approved by the General Assembly, the Rules of Procedure shall take effect and each Member shall be responsible for the compliance with these Rules of Procedure.
3. Should there be a discrepancy or inconsistency regarding the interpretation between the Articles of Association and the Rules of Procedure, the Articles of Association shall prevail.
4. Unless otherwise specified, words and expressions used herein shall have the same meanings as defined in the Articles of Association.

### **TITLE II – Membership**

#### **Article 2. – Application for membership**

1. Any application for admission as a Member of the Association shall be submitted in writing to the General Manager, as the Secretary to the Board. The application shall include the relevant documentation to prove the fulfilment of the membership criteria as set forth in Article 7 of the Articles of Association.
2. The General Manager shall inform the Board of the application and provide an analysis of the supporting documentation attached. The Board shall assess the application and report the application and the assessment to the General Assembly, which shall decide on such application.

#### **Article 3. – Resignation of Members**

1. The resignation of a Member shall be submitted by registered letter to the General Manager, as the Secretary to the Board.
2. The General Manager shall inform the Board of the resignation and, if applicable, of the supporting documentation. Based on the analysis of the General Manager, the Board shall consider the consequences of the resignation concerned and prepare a report to inform the General Assembly.
3. The General Assembly shall take note of the resignation and shall decide on any practical arrangements regarding the process and the consequences of the resignation.

#### **Article 4. – Exclusion**

1. The Board may in accordance with the provisions of Article 9 of the Articles of Association propose the exclusion of a Member and prepare a report to the General Assembly which shall decide on the exclusion.
2. The General Assembly may at its discretion issue a written warning to the Member instead.

### **TITLE III – General Assembly**

#### **Article 5. – Appointment of a Member's Representative and Substitute Representative – Proxy**

1. In accordance with the provisions of Article 6 of the Articles of Association, each Member shall appoint one Representative and, if deemed useful by the Member concerned, Substitute Representatives to the General Assembly. Each Member shall inform the General Manager in writing of the designation of such Representative and Substitute Representative(s) to act in the name and on behalf of the Member.
2. If a Representative or Substitute Representative is unable to attend, the Member concerned may be represented by a proxy holder in accordance with Article 15 of the Articles of Association. The proxy shall be submitted to the General Manager before the General Assembly meeting and mentioned in the attendance list of that meeting.

**Article 6. – Additional Attendee of a Member to the General Assembly meetings**

1. Each Member may send one additional Employee to attend the General Assembly meetings without being a Representative of that Member (“Additional Attendee”).
2. The fact that an Additional Attendee will attend a General Assembly meeting shall be communicated by the Member in writing to the General Manager at the latest ten or, in case of a reduced notice period, five calendar days before the General Assembly meeting.

**Article 7. – Agenda of the Assembly – Supporting documents**

1. The first item on the agenda shall be the notification by the President of the verification of the quorum.
2. The second item on the agenda shall be the approval of the agenda itself. The agenda shall contain an item referred to as “any other business” or “miscellaneous” to cover additional points for discussion only.
3. The agenda shall indicate those items which are submitted for information and those which are submitted for decision. Written proposals for resolutions shall be included for those items submitted for decision.
4. Where deemed appropriate by the Board, an item of the agenda shall have supporting documents attached. Those documents shall be made available to each Member in writing at least fifteen or, in case of a reduced notice period, eight calendar days before the meeting.

**Article 8. – Notification of attendance**

Members are expected, but not required to inform the General Manager of their attendance, the appointment of a proxy holder or non-attendance to the General Assembly meeting at the latest ten or, in case of a reduced notice period, five calendar days before the General Assembly meeting.

**Article 9. – Minutes and Resolutions**

1. Any resolution adopted at a General Assembly meeting shall be recorded in a separate document signed at the end of the respective meeting by at least the Chairman and the Secretary of the meeting and any Member present or represented who wants to sign the document.
  
2. As soon as possible but within a maximum of fifteen calendar days after the General Assembly meeting, the Secretary of the meeting shall prepare and the General Manager shall send out a draft set of minutes. The draft set of minutes shall include at least the agenda, the list of Members present or represented, together with the names of Representatives or Substitute Representatives and proxy holders, any documents presented to the General Assembly for approval - if applicable, as amended by the General Assembly -, the substance of the discussions and the resolutions adopted by the General Assembly. The draft set of minutes shall be sent out in writing to the Members for comments asking them to send their requests for amendments within eight calendar days from the dispatch.
  
3. After approval by the General Assembly at the next General Assembly meeting the minutes shall be signed by the Chairman and the Secretary. The General Manager shall be responsible for the distribution of a copy of the minutes to the Board and to all Members within a maximum of fifteen calendar days of that meeting.
  
4. The original copy of the approved minutes shall be kept at the registered seat of the Association.
  
5. In case of a written procedure, once adopted in accordance with Article 20 of the Articles of Association, a note recording the outcome of the voting process and the resulting resolution shall be sent out by the General Manager to the Members and an original copy shall be kept at the registered seat of the Association.

**Article 10. – General Assembly meetings – Number of meetings of Assembly**

General Assembly meetings shall be held whenever needed, in accordance with the provisions of Article 12 of the Articles of Association. To the extent useful, the Association shall work towards organising four General Assembly meetings per year.

**TITLE IV – Board**

**Article 11. – The Board: Meetings – Attendance – Notices – Agenda – Supporting documents – Minutes and Resolutions**

1. The Board is expected to meet at monthly intervals. Notwithstanding the possibility to join Board meetings by means of remote access, the Board members are expected to attend the Board meetings in person on a regular basis. In case of persistent non-attendance, the Chairman may propose to the General Assembly to decide on a possible replacement of a Board member.

2. The Board, the President or the General Manager may invite Subject Managers and any other internal or external person to attend the Board meetings for specific issues. Such person shall not have the right to vote. Upon request of any Board member the Chairman of the meeting shall ask the Board to give its consent to the attendance of the invitee to the meeting or parts thereof.

3. At the end of the meeting or once a written decision is adopted in accordance with Article 29 paragraph 3 of the Articles of Association, the Secretary of the meeting or in case of a written decision the General Manager shall prepare a note stating all decisions taken by the Board. This note shall be signed by the Chairman of the meeting or in case of a written decision by the President and sent out the same day to all the Members of the Association. Within fifteen calendar days from the sending of the note in writing, an appeal can be filed against a decision of the Board by any Member following the process stated in Article 12.

4. The Secretary of a meeting shall prepare a set of draft minutes. These draft minutes shall be made available to the Board members not later than eight calendar days after the meeting. In case of written procedure this provision shall not apply.

5. After approval by the Board and signature by the Chairman and the Secretary to the Board at the next meeting, the original copy of the minutes shall be kept at the seat of the Association and copies shall be distributed in writing by the General Manager to the Board as well as to the Members of the Association. In case of a written decision, once adopted in accordance with Article 29 paragraph 3 of the Articles of Association, the original note recording the written decision shall be kept at the registered seat of the Association and shall be made available to the Members at any time.

6. All Members shall have access at any time to all documents related to Board meetings except in case of dissent of the provider or proprietor of the respective information given to the Board.

## **Article 12. – Appeal process**

1. Any Member, acting alone or jointly, has the right to file an appeal against a Board decision. However, before filing an appeal, Members are expected to find conciliation and communicate with the President, Board, General Manager and/or Subject Managers.
2. When a Member exercises its right stated in Article 30 of the Articles of Association to file an appeal against a Board decision, the procedure set out in the following paragraphs shall apply.
3. Within fifteen calendar days after notification of a Board decision, the Member shall file its appeal by submitting in writing an appeal letter to the General Manager who shall confirm the receipt to the Member in writing.
4. The appeal letter shall contain a brief description of the following elements:
  - a) the Board decision which the Member(s) appeal(s) against;
  - b) the grounds for the appeal;
  - c) a proposal for a possible solution;
  - d) if deemed appropriate by the Member(s) filing the appeal, supporting document(s) which may be attached to the appeal letter.
5. As soon as possible, but at the latest five calendar days after receipt of the appeal letter, the General Manager shall publish the appeal by putting a copy of the appeal letter and supporting documents, if any, on the intranet of the Association and by circulating a notification in writing to the Board members and the Members.
6. As from the publication of the appeal, the President shall take all necessary measures in order to seek to facilitate conciliation between the Board and the appealing Member(s) e.g. by organising a Board meeting during which the appealing Member(s) can explain its/their position. The Board may at any time revise or revoke the appealed decision by a duly reasoned decision.
7. During a period of fifteen calendar days after the publication of the appeal, other Members may join the appeal by notifying the General Manager thereof.
8. The Board shall put the appeal on the agenda of the next General Assembly meeting either to inform that conciliation has been reached, or that the General Assembly has to decide on the appeal.

9. In case the Voting Rights of Members supporting the appeal represent at least twenty-five percent in the First and the Second Part of the total Voting Rights, the Board decision shall be suspended as from that moment. Such suspension shall continue until the General Assembly has taken a decision on the appeal, which shall take place on a meeting within forty calendar days from the suspension, unless a General Assembly meeting is scheduled to take place within this period. The General Manager shall inform the Members about the suspension of an appealed Board decision. In case the threshold of twenty-five percent in the First and the Second Part of the total Voting Rights is no longer reached due to the withdrawal from the appeal by one or more Members, the Board decision shall no longer be suspended.

10. The General Manager shall as far as reasonably possible keep record of all communications and documentation exchanged during the appeal process.

## **TITLE V – Elections and Resignations**

### **Article 13. – Election of Board members**

1. The Board members including the President are elected by the General Assembly.
2. Candidates for these positions shall be chosen amongst Employees of the Members.
3. While casting their votes the Members are expected to have due consideration to achieving a fair and balanced representation of the Members within the Board.
4. Nominations for candidature for Board membership including nominations for candidature for the position of President shall be submitted by the Members to the General Manager in writing at least thirty calendar days before the date on which the election will take place, and shall include a brief résumé of the candidate as well as a confirmation letter from the Host TSO supporting the candidature.
5. The aforementioned nominations and résumés of the candidates concerned shall be circulated by the General Manager to all Members.
6. The election shall be initiated at the latest at the last General Assembly meeting to be held during the term of office of the current Board members and the President.
7. Existing Board members shall notify the General Manager of their intent to stand for re-election so that the General Manager can notify the Members of that intent at least six weeks

prior to the relevant election. The notification should indicate whether the candidature is for President and/or other Board membership.

8. The nomination of Board members including the President for more than a second consecutive term of office shall require a General Assembly decision.

9. Subject to the provisions of Article 24 paragraph 1 of the Articles of Association, in order to ensure both the secrecy of the ballot if necessary and the efficiency of the election procedure, a secret ballot shall be organized as follows:

- a) each Member participating in the vote shall receive one voting form;
- b) the voting forms shall be collated and corresponding votes counted by one or more public notaries or bailiffs that are appointed during the meeting where the election takes place;
- c) these public notaries or bailiffs are entrusted the power to calculate, interpret and communicate the results of the elections;
- 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;
- e) during the four months period, the voting forms may upon request of a Member at its own cost be re-examined by one or more additional notaries or bailiffs, in order to verify the results communicated by the initially appointed external persons;
- f) after the period of four months, the voting forms shall be destroyed.

#### **Article 14. – Order of Election**

1. The General Assembly shall elect the President as the first member of the Board. If none of the candidates for the position of the President obtains the Absolute Majority of the votes as defined in paragraph 3 cast in the first round, a second voting round shall be held. In the second voting round, the election shall be limited to the two candidates having obtained the most votes cast in the first voting round. The candidate that obtains the Absolute Majority of the votes cast in the second voting round shall be validly elected.

2. After the election of the President, the other Board members shall be elected as soon as possible via a written procedure or at another meeting of the General Assembly as appropriate.

3. The General Assembly shall elect the Board members in the following way:

- a) Candidates shall be listed on the ballot paper in alphabetical order with name, Host TSO and Host TSO's country and, where appropriate, identification of their quality as Affiliated TSO;
  - b) Each Member gets a number of votes equal to its Composite Voting Rights multiplied by the number of vacancies ("Eligible Votes"). Each Member can at its discretion attribute its votes to one or more candidates on the list ensuring that its aggregate number of votes cast is not greater than its Eligible Votes;
  - c) After the ballot, candidates shall be ranked in the order of their sum of received votes;
  - d) The top ranked candidates are elected to the Board, provided there is only one Board member per group of Affiliated TSOs. In case there is more than one candidate per group of Affiliated TSOs in the top ranked candidates, only the top ranked candidate of a group of Affiliated TSOs shall be elected.
4. If the number of candidates for Board membership is less than or equal to the number of vacancies within the Board, the General Assembly may unanimously endorse all candidates with a single voting, provided there is only one Board member per group of Affiliated TSOs.
5. Should the maximum number of twelve Board members not be achieved through the election process, additional elections for the remaining seats shall be held on request of at least one Member for the remaining term of office of the current Board members.

#### **Article 15. – Designation of the General Manager**

1. The Board shall propose to the General Assembly one or in exceptional cases more candidates for the position of the General Manager at least one month in advance of the designation by the General Assembly. The proposal shall include a brief résumé of the candidate(s). The aforementioned nominations and résumés of the candidates concerned shall be circulated by the President to the Members as soon as possible.
2. The designation shall take place at the latest at the last General Assembly meeting to be held during the term of office of the current General Manager, in accordance with Article 33 of the Articles of Association.
3. The designation process may be held by secret ballot if there is more than one candidate for the vacant position or if at least one Member requests to do so.

4. The newly appointed General Manager shall enter in office on the date of expiry of the term of office of the current General Manager. The term of office shall be no greater than three years renewable only once except in exceptional circumstances to be agreed by the General Assembly.

#### **Article 16. – Designation of the Subject Managers**

1. The Board shall propose to the General Assembly one or in exceptional cases more candidates for the position(s) of the Subject Manager(s) at least one month in advance of the designation by the General Assembly. The proposal shall include a brief résumé of the candidates. The aforementioned nominations and résumés of the candidates concerned shall be circulated in writing by the General Manager to the Members as soon as possible.

2. The designation shall take place at the latest at the last General Assembly meeting to be held during the term of office of the current Subject Manager, in accordance with Article 34 of the Articles of Association.

3. The designation process may be held by secret ballot if there is more than one candidate for the vacant position or if at least one Member requests to do so.

4. The newly appointed Subject Manager should enter in office at the latest on the date of expiry of the term of office of the current Subject Manager. The term of office shall be no greater than three years renewable only once except in exceptional circumstances to be agreed by the General Assembly.

#### **Article 17. – Resignation of Board members**

1. Any Board member including the President may resign by means of a notice in writing addressed to the General Assembly and to the Board and submitted to the General Manager. The General Manager shall send a copy of that notice to all Members as soon as possible.

2. A General Assembly meeting shall be called within a period not exceeding three months to decide on the replacement.

#### **Article 18. – Vacancy before end of term of Board members**

1. In the event of a vacancy of any Board member, the Board may upon a proposal of the Host TSO whose Board member has to be replaced, appoint a provisional replacement who shall fill the vacancy until the decision of the General Assembly on the replacement. The Members shall be informed immediately about any vacancy and any provisional replacement by the Board.

2. In the event the vacancy mentioned in paragraph 1 concerns the position of the President, the Board may provisionally appoint one of the Board members who shall act as President until the decision of the General Assembly on the replacement of the President is taken. The Members shall be informed immediately about a provisional appointment by the Board.

3. Any replacement decided by the General Assembly shall be to fill the position until the end of the term of office of the Board member to be replaced.

## **TITLE VI – Working Groups**

### **Article 19. – Working Groups**

1. In order to achieve the purpose of the Association as defined in Article 4 of the Articles of Association, the General Assembly may establish Working Groups. Working Groups are established in order to enable preparation of recommendations and proposals in a continuous environment for decisions to be taken by the Bodies of the Association.

2. When establishing a Working Group, the General Assembly shall define the scope thereof. Based on that scope of activity, the Board shall decide on an effective distribution of tasks among the Working Groups. The distribution of tasks among the Working Groups shall not limit opportunities for interaction between Working Groups.

3. The General Assembly may define Guidelines for the functioning of the Working Groups.

### **Article 20. – Composition of the Working Groups**

1. Working Groups are open to all Members. Each Member who wants to participate to a Working Group shall designate an Employee in order to actively participate in a Working Group. To contribute to discussions on specific issues the participating Member may also at any time send other Employees.

2. Each Working Group shall be chaired by a Subject Manager. The Subject Manager shall be in charge with the administration of the Working Group and may be assisted by a meeting secretary.

## **TITLE VII – Regional cooperation**

### **Article 21. – Regional cooperation**

1. In order to achieve the purpose of the Association as defined in Article 4 of the Articles of Association, the Members shall promote the regional cooperation within the Association. The General Assembly may identify categories of cooperation. The General Assembly may decide to set up special groups or teams in each category of cooperation. The General Assembly may set Guidelines applicable to these groups or teams.

2. When establishing a regional group or team, the General Assembly shall define the composition and scope thereof. Role and responsibilities of each group or team shall depend on the category of cooperation they are placed in.

3. Based on the scope of activity, the Board shall decide on an effective distribution of tasks among the regional groups or teams.

4. The Board shall ensure a continuous coordination of the activities of the regional groups and teams and the activities of the relevant Working Groups.

## **TITLE VIII – Internal and External communication and language**

### **Article 22. – Availability of decisions of bodies of the Association**

Once approved, all decisions of the Bodies of the Association shall be made available on the intranet of the Association.

### **Article 23. – External communication of the Association**

1. Unless decided otherwise by the General Assembly, the President shall be responsible for all high level external communication of the Association. For practical reasons, the communication tasks may be shared, under the responsibility of the President, between the

President, the Board and the General Manager, as best suits to each situation. The President may also delegate communication tasks to other specific persons to the extent this delegation is specific and limited in time.

2. The day-to-day external communication shall be the responsibility of the General Manager.

3. Unless decided otherwise by the General Assembly, documents for external publication expressing a formal position of the Association on significant matters, shall be approved by the General Assembly prior to publication.

4. A list of documents for external publication shall be kept by the General Manager.

5. All publications of the Association shall be drafted in English. The General Manager shall be responsible for the supervision of the publication of documents and their internal and external circulation.

#### **Article 24. – Language**

1. The working language of the Association shall be English.

2. Meetings of the Bodies of the Association shall be conducted in English except those meetings which must be conducted in French as required by Belgian law, and of which an English translation shall be made available.

3. All correspondence, e-mailing, documents, minutes et cetera shall be in English, except those documents which must be in French as required by Belgian law, and of which English translations shall be made available.

### **TITLE IX – Finance**

#### **Article 25. – Financing Budget**

1. The General Manager shall monitor costs against budget and inform the Board about the financial situation of the Association.

2. In case of an unforeseen deficit, the General Assembly may decide on advance payments to be made by the Members, in proportion to their annual contribution to the budget as approved by the General Assembly pursuant to Article 36 of the Articles of Association.

3. The following expenses are excluded from the expenses of the Association:

- a) specific services rendered by the Association to Members or groups of Members, upon their demand and strictly respecting the purpose and the non profit-making nature of the Association, which shall be paid by the Members or groups of Members concerned, except in case of approval by the Board;
- b) Members' travel and accommodation costs related to meetings of the Association, which are borne by the attendees.

## **CHAPTER 2 – Development Processes and consultations**

### **Article 26. – Consultations, stakeholder interactions**

1. Consultation processes conducted by the Association shall seek to involve, as far as possible, all parties interested in the respective subject matter of the consultation. Therefore the Association shall offer the possibility to register as a stakeholder or other interested party as well as actively approach market participants that did not yet register and are in the view of the Association of special importance to a specific subject matter.

2. In a formal consultation process, the Association shall publish the respective documents at least on its website and notify all registered stakeholders and interested parties of the consultation to be conducted asking for feedback on the documents.

3. To consultations in the form of Stakeholders' Joint Working Sessions the Association shall publish an open invitation to stakeholders and other interested parties together with the respective project plan. Those interested in actively participating to support the respective development process may commit themselves to become a member of the dedicated Stakeholders' Joint Working Sessions in their reply to the project plan.

4. A consultation in form of a Stakeholder Support Process shall give the stakeholders the opportunity to express their support of or their disapproval with a draft Network Code.

5. In a consultation in form of an Interactive Data Collection Process the Association shall seek to get inputs and data from relevant stakeholders which are necessary for the drafting of for

example a Community-wide Development Plan or a Summer or Winter Supply Outlook by interactively communicating with the stakeholders.

#### **Article 27. – Annual Work Programme**

1. The Annual Work Programme which is adopted by the General Assembly shall contain the list and description of the Network Codes to be prepared, a plan on coordination of operation of the network and research and development activities to be realized in that year, including an indicative calendar. It shall take into account the Annual Priority List established by the Commission and shall be aligned with the establishment process thereof.

2. The Board shall assign to the Working Groups the task to deliver inputs to the drafting of the Annual Work Programme, taking into account the scope of their activities as defined by the General Assembly, and to the General Manager the task to consolidate those inputs into a initial draft of the Annual Work Programme.

3. The General Manager shall submit the initial draft of the Annual Work Programme to the Board for approval. After having obtained such approval the General Manager shall send out the draft Annual Work Programme to stakeholders for consultation in accordance with Article 26 paragraph 2.

4. Taking into account the feedback received via the consultation process, the General Manager in cooperation with the Working Groups shall finalize the draft Annual Work Programme and submit it to the Board. The Board may ask the General Manager to amend the draft Annual Work Programme.

5. The Board shall submit the draft Annual Work Programme to the General Assembly and recommend it for adoption.

#### **Article 28. – Code development**

1. Upon request of the Commission to the Association to develop a Network Code, the Board shall assign the task of drafting a proposal for such Network Code to one or more Working Groups, taking into account the scope of their activities as defined by the General Assembly.

2. After such assignment the Working Group(s) shall prepare a draft project plan which describes at least the envisaged timeline, process steps and estimated resources needed to

develop the Network Code and to enable the Association to submit the Network Code to the Agency in accordance with Article 6 paragraph 6 of the Regulation. The plan shall especially indicate the stakeholder involvement needed throughout the process.

3. The General Manager shall send out the prepared draft project plan to stakeholders for consultation in accordance with Article 26 paragraph 2. Taking into account the feedback received via the consultation process, the Working Group(s) shall finalize the project plan, if necessary accompanied by additional launch documentation, after which the General Manager shall submit it to the Board for approval. After having obtained such approval the General Manager shall publish the project plan, including possible launch documentation, and inform registered and other interested parties thereof.

4. Based on the project plan the Working Group(s) shall develop an initial draft Network Code, taking especially into account the advice of the Stakeholders' Joint Working Sessions organized in accordance with Article 26 paragraph 3 for the development of the respective Network Code.

5. After having sent out the initial draft Network Code to all Members for comments, the General Manager shall submit this draft, accompanied by feedback received from the Members, to the Board. The Board shall then decide on launching the consultation process on the initial draft Network Code in accordance with Article 26 paragraph 2.

6. Taking into account the feedback received via the consultation process, the Working Group(s) shall refine the initial draft Network Code. After having sent out the refined draft Network Code to all Members for comments, the General Manager shall submit the draft, accompanied by feedback received from the Members, to the Board. The Board shall then decide on sending the draft Network Code to the Stakeholder Support Process in accordance with Article 26 paragraph 4.

7. The Board shall submit the draft Network Code to the General Assembly for approval accompanied by a report on the results of the Stakeholder Support Process. After approval by the General Assembly the General Manager shall submit the Network Code to the Agency for its opinion. After having received the Agency's opinion on the Network Code, the General Assembly may decide to ask the Board for an assessment and a recommendation of the Working Group(s) regarding possible changes to the Network Code in the light of the Agency's opinion. After having received the assessment and recommendation, the General Assembly shall decide on further steps regarding a possible change of the Network Code.

8. In case the General Assembly decides to develop a Network Code on a voluntary basis according to Article 4 paragraph 4 of the Articles of Association, paragraphs 1 to 7 shall be applied accordingly.

#### **Article 29. – Community-wide Network Development Plan**

1. The Community-wide Network Development Plan which is adopted by the General Assembly at least every two years shall in particular:

a) build on national investment plans, taking into account regional investment plans and, if appropriate, Community aspects of network planning, including the guidelines for trans-European energy networks (TEN-E) in accordance with Decision No. 1364/2006/EC of the European Parliament and of the European Council;

b) regarding cross-border interconnections, also build on the reasonable needs of different network users and integrate long-term commitments from investors referred to in Articles 14 and 22 of Directive 2009/73/EC and

c) identify investment gaps, notably with respect to cross-border capacities.

2. The Board shall assign to one or more Working Groups, taking into account the scope of their activities as defined by the General Assembly, the task to collate and analyse feedback received from stakeholders in previous consultations and to produce a questionnaire in order to collect inputs from stakeholders as a basis for the drafting of the Community-wide Development Plan. The Working Group(s) shall submit the draft questionnaire through the General Manager to the Board for approval. After having obtained such approval the Working Group(s) shall send it out to the stakeholders for consultation in form of an Interactive Data Collection Process as defined in Article 26 paragraph 5.

3. The Working Group(s) shall consolidate the inputs received from the stakeholders into a initial draft of the Community-wide Development Plan and submit that initial draft through the General Manager to the Board for approval. After having obtained such approval the Working Group(s) shall send it out to the stakeholders for consultation in accordance with Article 26 paragraph 2.

4. Taking into account the feedback received via the consultation process, the Working Group(s) shall finalize the draft Community-wide Development Plan and submit it through the

General Manager to the Board. The Board may ask the Working Group(s) to amend the draft Community-wide Development Plan.

5. The Board shall submit the draft Community-wide Development Plan to the General Assembly for adoption.

6. The Board shall present the Community-wide Development Plan to the public and request feedback from stakeholders to support the drafting of the questionnaire for the next Community-wide Development Plan.

### **Article 30. – Annual Summer and Winter Supply Outlooks**

1. The Annual Summer and Winter Supply Outlooks which are adopted by the General Assembly shall indicate gas supply and demand within the Community for the respective seasons of the relevant year.

2. The Board shall assign to one or more Working Groups, taking into account the scope of their activities as defined by the General Assembly, the task to collate and analyse feedback received from stakeholders in previous consultations and to produce a questionnaire in order to collect inputs from stakeholders as a basis for the drafting of the Annual Summer or Winter Supply Outlook. The Working Group(s) shall submit the draft questionnaire through the General Manager to the Board for approval. After having obtained such approval the Working Group(s) shall send the questionnaire to the stakeholders for consultation in accordance with Article 26 paragraph 5.

3. The Working Group(s) shall consolidate the inputs received from the stakeholders into a initial draft of the Annual Summer or Winter Supply Outlook and submit that initial draft through the General Manager to the Board for approval. After having obtained such approval the Working Group(s) shall send it out to the stakeholders for consultation in accordance with Article 26 paragraph 2.

4. Taking into account the feedback received via the consultation process, the Working Group(s) shall finalize the draft Annual Summer or Winter Supply Outlook and submit it through the General Manager to the Board. The Board may ask the Working Group(s) to amend the draft Annual Summer or Winter Supply Outlook.

5. The Board shall submit the draft Annual Summer or Winter Supply Outlook to the General Assembly for adoption.

6. The Board shall present the Annual Summer or Winter Supply Outlook to the public and request feedback from stakeholders to support the drafting of the questionnaire for the next Annual Summer or Winter Supply Outlook.

**Article 31. – External consultations**

1. In the context of a consultation organized by the Commission for the purpose of establishing the Annual Priority List the Board shall assign to the Working Groups the task to deliver inputs to the drafting of a consultation response, taking into account the scope of their activities as defined by the General Assembly, and to the General Manager the task to consolidate those inputs into a draft consultation response.

2. In the context of a consultation organized by the Agency the Board shall assign to the Working Groups the task to deliver inputs to the drafting of a consultation response taking into account the scope of their activities as defined by the General Assembly, and to the General Manager the task to consolidate those inputs into a draft consultation response.

3. The General Manager shall submit the draft consultation response to the Board which shall submit it together with a recommendation to the General Assembly for approval.

**Article 32. – Guidelines for development processes and consultations**

The General Assembly may adopt Guidelines to define further details for development processes and consultations.

**CHAPTER 3 – Miscellaneous Provisions**

**Article 33. – Confidentiality**

1. Each Member, including their Employees, the Association and the members of the staff of the Association (“Receiving Party”) shall not disclose confidential information or part of it, provided to or developed by the Association to third parties and in particular any undertaking or part thereof performing functions of production or supply of gas.

2. The obligation of confidentiality of the Receiving Party shall not apply to that part of confidential information

a) which at the time of disclosure to the Receiving Party has become part of public knowledge without breach of confidentiality by the Receiving Party or any person to whom the confidential information was disclosed;

b) which was in the lawful possession of the Receiving Party at the time of disclosure without an obligation of confidentiality;

c) to the disclosure of which the proprietor of the information has given prior written consent to; or

d) which must be disclosed under applicable law or by an order, decree, regulation or rule issued by any competent court or legislative or administrative body, provided that before complying with such requirement to the extent permitted by law, the Receiving Party has provided the proprietor of the information with notice of such requirement so that it may seek a protective order or other appropriate remedy.

2. As confidential information shall, without limitation, be regarded:

a) any information regarding commercial and other business activities of the Members marked explicitly as confidential;

b) any information regarding the development of the gas transmission systems of the Members, including planned investments, which has not been made publicly available to all potential system users and therefore could give an advantage to one or more system users to the detriment of others.

3. The provisions of this Article shall not prevent the application of the relevant binding rules regarding the confidentiality of commercially sensitive information under the Directive 2009/73/EC and Directive 2003/55/EC as transposed by the Members States.

#### **Article 34. – Written forms for communication**

Unless stated otherwise in the Articles of Association or in the Rules of Procedure, any notice or document to be sent in writing may be sent by any written means such as regular or registered letter, email or facsimile.

**Article 35. – Calculation of time periods**

When calculating notice periods and other time periods mentioned in the Articles of Association and the Rules of Procedure, the day of the respective meeting and the day of sending of the notice or document shall be excluded in the calculation of the period concerned.