



Annex to AB Decision n° 39
Date: 17-11-2009

RULES OF PROCEDURE OF THE ADMINISTRATIVE BOARD

**Consolidated Version Adopted by the Administrative Board on 17
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RULES OF PROCEDURE OF THE ADMINISTRATIVE BOARD OF THE EUROPEAN RAILWAY AGENCY

Having regard to the Regulation (EC) N° 881/2004¹ of the European Parliament and the Council of 29 April 2004 establishing a European Railway Agency (hereinafter referred to as "the Agency") as amended by Regulation (EC) No 1335/2008 of the European Parliament and of the Council of 16 December 2008², hereafter called "the Regulation", and particular its article 25 thereof,

Having regard to the appointment of Member States' representatives, one from each Member State, to the Administrative Board of the European Railway Agency,

Having regard to the Commission Decision from 1st July 2004, appointing 4 Commission representatives and 6 professionals from the sectors most concerned, to the Administrative Board of the European Railway Agency,

In order for the Administrative Board, hereafter called the "Board", to ensure that the Agency carries out its mission and performs the tasks assigned to it under the conditions laid down in the Regulation, the following rules of procedure are adopted.

Article 1 **Membership**

1. The duration of the term of office for each member, as set by article 26 paragraph 3 of the Regulation, is five years. This term of office is renewable once.
2. Each member shall have an alternate member nominated by the Member State or the European Commission, as appropriate.

Article 2 **Chairmanship**

1. In line with article 27 of the Regulation, the Board shall elect a Chairperson and a Deputy-Chairperson from among its members by a two-thirds majority of all members with the right to vote. The term of office of the Chairperson and the Deputy Chairperson shall be three years and shall expire when they cease to be members of the Board. This term of office may be renewable once.
2. The vote for the election of Chairperson and the Deputy Chairperson shall be taken by secret ballot.
3. The Deputy Chairperson shall automatically take the place of the Chairperson if he/she is prevented from attending to his/her duties.

¹ OJ L 164 from 30.04.2004, p. 1

² OJ L 354, 31.12.2008, p. 51.

4. The first election of the Chairperson shall take place after the Board adopts these Rules of Procedure. The election of his/her successor shall take place at a meeting of the Board convened by the outgoing Chairperson at least two months before the end of his or her term.
5. If the office of Chairperson or Deputy Chairperson falls vacant, the Deputy Chairperson or Chairperson as the case may be shall convene a meeting to elect a successor, to be held within three months. The member then elected shall serve as Chairperson or Deputy Chairperson for the remainder of his predecessor's term or until the end of his membership of the Board, whichever is the earlier.
6. The terms of office of Chairpersons and Deputy Chairpersons shall begin on the first day after their predecessors' terms of office.
7. If both the Chairperson and the Deputy Chairperson are absent or unable to attend a meeting, the meeting shall be chaired by the longest serving member or, in the event of equal length of service, by the oldest of the longest serving members.

*Article 3
Attendance at meetings*

1. The Board members should attend all meetings of the Board. Where this is not possible, their alternate should attend in their stead. Both Board members and alternates can participate to the meetings. They may be assisted by one adviser, unless the Board decides otherwise in a particular case.
2. Any Board member can also represent one other member, hereafter called “proxy”, provided that a written authorisation from the absent member is provided to the Chairperson. However, a Board member not entitled to vote cannot represent a Board member entitled to vote.
3. Unless the Board decides otherwise in a particular case, the Executive Director shall also take part in the Board's deliberations and may be assisted by other staff of the Agency.
4. The Board may decide to examine specific items of its agenda without the presence of the members nominated in their capacity as professionals from the sectors most concerned, in case of confidentiality or conflict of interest.
5. A request for application of the provision of paragraph 4 has to be addressed to the Chairperson of the Board at least three working days before the meeting in question takes place and will have to be justified. Any Board member is entitled to introduce such request. The Chairperson will present such request and the associated justification at the opening of the meeting and the Board will decide with a two third majority of its members.

Article 4
Representatives of third countries

1. Representatives of third countries having concluded agreements with the Community in accordance with article 36 of the Regulation, shall be entitled to attend Board's meetings under the terms and conditions specified in such agreements.
2. The Board may invite any State which has applied for membership of the European Union, on condition that the accession negotiations have been successfully completed, to attend its meetings or part of its meetings as observer.

Article 5
Convening of meetings

1. As set in article 28 paragraph 2 of the Regulation, the Board shall hold an ordinary meeting twice a year. Additional meetings may be organised on the initiative of the Chairperson or at the request of the Commission, at the request of the majority of its members or of one-third of the Member States' representatives on the Board. The date of the meetings shall be decided by the Board at least at its preceding meetings.
2. An agenda, accompanied by the relevant material for decision making, will be forwarded to the members at least two weeks prior to each ordinary meeting.
3. When the Board is to meet at the instigation of the Chairperson or at the request of the Commission, at the request of the majority of its members or of one-third of the Member States' representatives on the Board, the Chairperson shall convene a meeting to take place within six weeks of receipt of the request, or as soon as practicable in urgent cases.
4. When the Board is convened to deliberate on a matter of urgency, the notice of convocation, the provisional agenda and eventual working documents shall be transmitted by the Chairperson to members no later than the tenth day before the start of the meeting, except in cases of 'force majeure'.
5. Meetings shall normally be held in Lille, unless the Board decides otherwise.
6. When circumstances require, and provided a majority of the members does not object, the Chairperson may change the date or place of a meeting of the Board. Notification of such change shall be given to members no later than three weeks before the original or revised date of the start of the meeting, whichever is the earlier.

Article 6
Agenda

1. A provisional agenda shall be drawn up by the Chairperson. It shall contain, in addition to those questions whose inclusion is requested by a member, any question whose inclusion is requested by the Executive Director.

2. Notwithstanding paragraph 4, questions to be included on the provisional agenda shall be submitted to the Chairperson not less than six weeks before the date of the start of the meeting, except in cases of "force majeure".
3. The agenda shall be adopted at the beginning of each meeting.
4. With the agreement of the Board, urgent questions may be added to the agenda at any time prior to the end of the meeting, and items on the agenda may be deleted or carried over to a subsequent meeting.

Article 7

Quorum

The representatives, alternate representatives or proxy holders of at least two third of the members with a right to vote shall constitute the quorum necessary for the meeting to be valid. In the absence of a quorum, the Chairperson shall close the meeting and convene another as soon as possible.

Article 8

Voting

1. The Board shall take its decisions by a two-thirds majority of its members entitled to vote in accordance with article 29 of the Regulation. Each member shall have one vote. The six professionals from the sectors more concerned, nominated Board members by the Commission, will have no vote. The Executive Director of the Agency shall have no vote.
2. In the absence of a member, his/her alternate or authorized proxy according to Article 3. paragraph 2 shall be entitled to exercise his/her right to vote. In addition to his/her own vote, each voting member may receive only one vote by proxy. The proxy shall be notified to the Chairman at the beginning of the meeting.
3. Unless a secret ballot is requested by at least one-third of the members present, votes shall be taken by show of hands.
4. For each decision adopted by the Board, figures for the votes cast shall be recorded. A statement of the views of the minority may be entered in the minutes along with the decision, if the minority so requests.
5. The Chairperson may authorise a member to speak briefly in explanation of a vote he has cast.

Article 9

Written procedure

1. Without prejudice to Articles 7 and 8, decisions of the Board may be taken by written procedure, on a proposal from the Chairperson.

2. A proposal for a decision to be taken by written procedure shall not be subject to amendment; it shall be approved or rejected in its entirety.
3. Notwithstanding the provisions in paragraphs 1 and 2, in exceptional cases, where a decision of the Board is needed in an emergency situation, documents and information may be transmitted by the quickest means available and votes cast without the need to convene a meeting.
4. The result of a written procedure will be notified without delay to the Board members.

Article 10

Appointment and dismissal of the Executive Director

1. In accordance with article 31 of the Regulation, the Board shall appoint the Executive Director and shall have the power to dismiss the Executive Director. The decision of the Board on the appointment or dismissal of the Executive Director shall be taken by a four-fifths majority of all members entitled to vote.
2. In accordance with article 25 paragraph 2 (g) of the Regulation, the Board shall exercise disciplinary authority over the heads of Unit of the Agency, including their dismissal. In applying this provision, the Board shall act on a proposal by the Executive Director.

Article 11

Transmission of documents; minutes of meetings

1. A summary of the decisions taken at each meeting of the Board shall be forwarded to members not later than two weeks after the end of the meeting.
2. The draft minutes, to which shall be attached the summary referred to in paragraph 1, the attendance list, and the decisions taken with figures for the votes cast at each vote, shall be forwarded to members not later than four weeks after the end of the meeting.
3. Once approved, the minutes shall be signed by the Chairperson. The signed copy of the minutes shall be kept in the archives of the Agency.
4. The final text of the minutes shall be forwarded to members not later than two weeks after its approval.

Article 12

Confidentiality

1. All proceedings of the Board shall be confidential. Members and others present at meetings of the Board shall respect the confidential character of these proceedings.
2. The Board's decisions and minutes of meetings shall be subject to the provisions of article 37 of the Regulation and measures taken for its implementation.

Article 13
Reimbursement of expenses

1. All travel and subsistence expenses incurred by the members in connection with meetings relating to Board business shall be paid by the Agency in accordance with the scales laid down by the Staff Regulations of Officials of the European Communities.
2. Expenses incurred by alternate members relating to Board business shall be paid by the Agency in accordance with paragraph 1, a) where the alternate replaces the Board member for whom he/she has been appointed as alternate, b) for the alternate of the Board member nominated as Chairperson during his/hers term of office.

Article 14
Correspondence

All correspondence with the Board shall be addressed to the Agency in its Headquarters location.

Article 15
Secretariat

The Executive Director shall provide the Secretariat and the appropriate administrative support to enable the Board to carry out its work. Until the first Executive Director takes up his/her duties, Secretariat and administrative support are provided by the European Commission.

Article 16
Amendment of the rules of procedure

1. The Board may amend these Rules of Procedure by a two-thirds majority of its members entitled to vote.
2. Amendments to the Rules of Procedure shall enter into force on the date decided by the Board.

Article 17
Entry into force

These Rules of procedure shall enter into force as soon as they are adopted by the Board.

Done at Valenciennes on
For the Administrative Board

Chairman of the Administrative Board