



THE EUROPEAN JOINT UNDERTAKING FOR ITER AND THE DEVELOPMENT OF FUSION ENERGY

DECISION OF THE GOVERNING BOARD OF THE EUROPEAN JOINT UNDERTAKING FOR ITER AND THE DEVELOPMENT OF FUSION ENERGY ADOPTING ITS RULES OF PROCEDURE

Having regard to the Statutes annexed to the Council Decision (Euratom) No 198/2007¹ of 27/03/2007 establishing the European Joint Undertaking for ITER and the Development of Fusion Energy (hereinafter "the Joint Undertaking") and conferring advantages upon it (hereinafter "the Statutes") and in particular to Article 6 thereof²,

THE FOLLOWING RULES OF PROCEDURE ARE ADOPTED:

I. COMPOSITION

Rule 1

Representatives

1. The Governing Board (hereinafter "the Board") shall be composed of Representatives of Members of the Joint Undertaking.
2. Each Member shall appoint two Representatives, one of whom shall have scientific/technical expertise in the areas related to the activities of the Joint Undertaking, and shall notify the Chairperson of the Board (the "Chair") their names in writing.
3. The term of office for Representatives shall be four years renewable.
4. Representatives on the Board shall not serve as members of the Executive Committee of the Joint Undertaking.

II. CHAIRMANSHIP

Rule 2

1. The Board shall elect from among the Representatives a Chair and a Vice-Chairperson of the Board (the "Vice-Chair") who shall each serve for a term of two years and who may be re-elected once.

¹ O.J. L90, 30.03.2007, p. 58.

² Article 6 (9) stipulates that the Governing Board shall adopt its rules of procedure.

2. The Chair and Vice-Chair shall be elected upon proposal of Euratom by a two-thirds majority of votes.
3. If the Chair is unable to fulfil his³ functions, the Vice-Chair shall act as the Chair. If both the Chair and the Vice-Chair are unable to fulfil their functions, the meeting of the Board shall be re-scheduled unless it is urgent, in which case the meeting of the Board shall be chaired by a Representative elected by the Board for that meeting only.
4. The Chair shall not have the capacity of a Representative. In the exercise of his functions he remains under the authority of the Board.
5. The Member whose Representative exercises the functions of Chair may appoint an alternate to serve as a Representative in their stead for the duration of his term as the Chair.
6. When acting as Chair, the Vice-Chair, or the Representative elected in accordance with paragraph 3, shall have the same powers and duties as the Chair.

III. SECRETARY

Rule 3

1. The Director of the Joint Undertaking (hereinafter “the Director”) shall provide a secretariat for the Board. The Director, in consultation with the Chair, shall designate a secretary (hereinafter “the Secretary”), who shall be a member of the staff of the Joint Undertaking.
2. The Secretary shall perform his duties independently with a view solely to the interests of the Board and shall neither seek nor take instructions from any Member, organisation or authority other than the Board, except that he shall remain subject to all of the rules and regulations of the Joint Undertaking and any other conditions of his employment contract.

IV MEETINGS

Rule 4

Attendance at Meetings

1. Any Member whose Representatives are unable to attend a meeting of the Board shall notify the Chair of the names of any alternates of Representatives.

³ “His” shall include “his/her” throughout

2. A Member shall be properly represented if at least one of its Representatives or alternates is present at the meeting of the Board.
3. The Director and the Chairs of the Executive Committee and Scientific Programme Board shall participate in the meetings of the Board unless decided otherwise by the Board. The Director may be assisted by other staff of the Joint Undertaking.
4. Upon proposal of the Chair, the Representatives may be assisted by experts unless otherwise decided by the Board.
5. Upon proposal of the Chair, the Board may allow observers from non-Members of the Joint Undertaking to attend meetings of the Board.

Rule 5

The Convening of Meetings

1. The Board shall meet when required, at least twice a year.
2. The meetings of the Board shall normally take place at the seat of the Joint Undertaking, unless the Board decides otherwise.
3. At each meeting the Board shall determine at least the date of the next two meetings of the Board.
4. In duly justified cases, the Chair may convene an urgent meeting of the Board to take place upon request of a simple majority of its Members, Euratom or the Director within 21 calendar days.
5. Meetings of the Board shall not be held in public unless otherwise decided by the Board.
6. To deal with matters of particular confidentiality, the Board may meet in sessions restricted to Representatives only.

Rule 6

Quorum

1. The quorum necessary for a meeting of the Board to be valid shall be constituted by the presence of Representatives of Members that hold at least two-thirds of the total votes as set out in Rule 9(4).
2. In the absence of a quorum, the Chair shall close the meeting and convene another as soon as possible.

Rule 7

Agenda

1. Having received approval of the draft agenda from the Chair, the Secretary shall send it by electronic means together with relevant material to the Representatives and the Director at least 14 calendar days before the date of the meeting.
2. The provisional agenda shall consist of those items in respect of which a request for inclusion by Members or the Director is received by the Chair at least 21 calendar days before the date of the meeting of the Board.
3. The agenda shall be adopted by the Board at the beginning of each of its meetings.
4. If the Board so decides, the agenda may be modified and relevant documentation circulated at any time prior to the end of the meeting.
5. In the case of an urgent meeting of the Board, the notice of convocation, provisional agenda and relevant material concerning the meeting shall be transmitted by the Secretary to the Representatives at least 7 calendar days before the date of the meeting of the Board, except in cases of *force majeure*.

V. CONDUCT OF BUSINESS

Rule 8

Voting Rights

1. The votes of each Member shall be indivisible.
2. The voting rights of a Member shall not be assignable to another Member.
3. In accordance with Annex I to the Statutes, the voting rights of the Members of the Governing Board shall be distributed as follows:

Euratom	5
Austria	2
Belgium	2
Bulgaria	1
Cyprus	1
Czech Republic	2

Denmark	2
Estonia	1
Finland	2
France	5
Greece	2
Germany	5
Hungary	2
Ireland	2
Italy	5
Latvia	2
Lithuania	2
Luxembourg	1
Malta	1
Poland	3
Portugal	2
Romania	2
Slovakia	2
Slovenia	2
Sweden	2
Switzerland ⁴	2
Spain	3
The Netherlands	2
United Kingdom	5
Total	70

⁴ The voting rights of Switzerland shall be exercised after the formal accession to the Joint Undertaking.

Rule 9

Voting Procedure

1. Unless decided otherwise by the Board by a two-thirds majority, voting shall be by show of hands.
2. If the result of a vote by show of hands is disputed, the Chair shall proceed to a vote by roll-call whereby the vote of each Member shall be recorded.
3. Decisions by the Board to be adopted by two-thirds majority of total votes shall require at least 47⁵ votes in favour.
Decisions by the Board to be adopted by simple majority of the total votes shall require at least 36⁶ votes in favour.
4. Abstentions by Members other than Euratom, or non-attendance at meetings of the Board, shall not prevent the adoption by the Board of decisions which require unanimity.
5. For each decision adopted by the Board, the result shall be recorded. The decision shall be accompanied by a written statement of the views of the minority, where the latter so requests.
6. The Board may decide that a proposal for a decision submitted and discussed at the meeting shall be deemed to have been approved, if the Secretary does not receive any objections within a period to be fixed by the Board case by case. The Secretary informs the Representatives about the adoption of the decision without delay.

Rule 10

Reservation Procedure

1. In accordance with Article 6(6) of the Statutes, Euratom shall have the right to make a reservation to a decision by the Board, when it considers that that decision may be contrary to Community law, including notably its international commitments arising from the ITER International Agreement. Euratom shall give due legal justification to such reservation.

In this case the decision shall be suspended and the matter referred to the Commission for a review of its legality, together with the view of the Board.

⁵ Until Switzerland formally accedes to the Joint Undertaking, decisions to be adopted by two-thirds majority shall require at least 46 votes in favour.

⁶ Until Switzerland formally accedes to the Joint Undertaking, decisions to be adopted by simple majority shall require at least 35 votes in favour.

2. The Commission may take a decision on the legality of the decision of the Board within one month of the matter being referred to the Commission, failing which the decision of the Board is deemed to have been upheld unless the Board decides otherwise.
3. The Board shall re-examine its decision in the light of the Commission views and make a final decision by two-thirds majority of the total votes.

Rule 11

Written Procedures

1. Between meetings of the Board, the Chair through the Secretary may transmit proposals for a decision to the Representatives in writing by the most rapid practical means (hereinafter "written procedure").
2. Proposals for decision by written procedure shall not be subject to amendment; they shall be approved or rejected by the Members in its entirety.
3. Decisions shall be adopted provided that the Chair does not receive any objection within 21 calendar days after the date the proposals were sent to the Representatives.
4. Except where decided otherwise by the Board, no decisions for which unanimity or two-thirds majority is required shall be taken by the Board by written procedure.
5. The results of a written procedure shall be transmitted by the Secretary to the Representatives without delay.
6. For the approval of urgent decisions, the time limit referred to in Paragraph 3 may be exceptionally reduced by the Chair to 7 calendar days.

Rule 12

Appointment of the Director

1. In accordance with Article 8(2) of the Statutes, the Board shall appoint the Director for a period of five years on the basis of a list of candidates proposed by Euratom.
2. The appointment of the Director out of the list of candidates proposed by Euratom shall take place in accordance with the following procedure:
 - (a) Where there are no more than two candidates, the candidate that receives a two-thirds majority of votes is selected. If none of the candidates receives the required majority of votes, the Chair will invite the Members to participate in up to a maximum of three additional ballots. Otherwise, the

Board shall immediately decides upon the measures to be taken to overcome the situation;

- (b) Where there are more than two candidates, in each and every ballot, the first candidate that receives a two-thirds majority of votes is selected. If none of the candidates receives the required majority of votes, the candidate who obtained the lowest number of votes is eliminated and the others go forward to another ballot⁷. The process is repeated until the two candidates who obtain the highest number of votes are selected. The procedure described in point (a) shall then apply.
3. After an evaluation of the Director by Euratom, and upon its proposal, the Board may extend the term of office of the Director once for a further period of not more than five years by two-thirds majority decision.

VI. RECORD OF DECISIONS AND MINUTES

Rule 13

1. At the conclusion of each meeting, the Board shall approve its Record of Decisions on the basis of a draft prepared by the Secretary under the direction of the Chair.
2. The Secretary shall prepare the draft minutes of the meeting. After approval by the Chair, draft minutes shall be submitted by the Secretary to the Representatives before the next meeting of the Board and in any case within 28 calendar days after the date of the meeting.
3. The minutes shall include *inter alia*:
 - (a) The list of those present;
 - (b) The substance of the discussions and the decisions taken.
4. Proposals for amendments to the draft minutes shall be sent by the Members to the Secretary in writing within 28 calendar days after the date of their communication. Any proposed amendments shall be circulated to the Representatives before the next meeting of the Board.
5. The final version of the minutes shall be approved by the Board at the beginning of its next meeting.
6. Once approved, the minutes and supporting documents shall be signed by the Chair and the Secretary and kept by the secretariat.

⁷ If there are two or more candidates who share the lowest number of votes, the ballot is repeated up to a maximum of three times.

7. The approved minutes and supporting documents shall be transmitted to the Members.

VII. RELATIONS WITH THE EXECUTIVE COMMITTEE

Rule 14

1. In accordance with Article 7 of the Statutes, the Executive Committee (hereinafter "the Committee") shall assist the Board in the preparation of its decisions and shall undertake any other tasks which the Board may delegate to it.
2. The Board shall, as necessary, seek comments and recommendations from the Committee on the proposals for the project plan, work programmes, resources estimates plan and budgets drawn up by the Director.
3. The Board may decide to seek advice, opinion, comments or recommendations by the Committee on any other matters than referred to in Paragraph 2.
4. Proposals for decisions, comments and recommendations submitted by the Committee to the Board in accordance with the Statutes and its rules of procedure shall be put on the agenda of the next meeting of the Board if transmitted to the Secretary at least 21 calendar days before the meeting.
5. The Board may decide by two-thirds majority of total votes on delegation of tasks to the Committee.
6. The Secretary of the Board shall notify the decisions referred to in Paragraph 4 and 5 to the Chairperson of the Committee without any delay after their adoption.

VIII. RELATIONS WITH THE SCIENTIFIC PROGRAMME BOARD(S)

Rule 15

1. In accordance with Article 9 of the Statutes, the Board shall seek advice from the Scientific Programme Board(s) (hereinafter "the Scientific Board(s)"), as necessary, on the adoption and implementation of the project plan and work programmes.
2. The Board may decide to seek scientific and technical advice from the Scientific Board(s) on any other matters.

IX. OTHER SUBSIDIARY BODIES

Rule 16

1. In accordance with Article 6(3)(s) of the Statutes of the Joint Undertaking, the Board may establish such subsidiary bodies as may be necessary for the exercise of its functions in furtherance of its objectives.
3. The establishment, membership and terms of reference of such bodies shall be determined by the Board.
4. The chair or rapporteur of a subsidiary body who is not a Representative may be invited by the Chair to attend meetings of the Board.

X. PROVISIONS RELATED TO THE ACCESSION OF NEW MEMBERS

Rule 17

1. Euratom shall inform in due time the Board and the Director of any wish expressed by a third country which has concluded a cooperation agreement with Euratom in the field of controlled nuclear fusion that associated its respective research programme with the Euratom programmes to become a member of the Joint Undertaking.
2. The Board shall provide its opinion on the terms and conditions upon which basis the Commission may decide to negotiate with the applicant on the accession to the Joint Undertaking.
3. Euratom shall inform the Board about the results of the negotiations on the terms and conditions of accession with the applicant country and shall submit to the Board, in accordance with Article 21 of the Statutes, a proposal for determining the voting rights of that country as a new Member of the Joint Undertaking.

XI. TRANSITIONAL AND FINAL PROVISIONS

Rule 18

1. The Commission shall act as the Chair until such time as the Chair has been elected by the Board.
2. The Commission shall provide the secretariat for the Board until such time as the Joint Undertaking can make staff available to assume this function.

Rule 19

Correspondence

All correspondence intended for the Board shall be addressed to the Secretary at the Joint Undertaking who shall inform the Chair accordingly.

Rule 20

Conflicts of Interest and Confidentiality

Representatives shall comply with the rules of the Joint Undertaking concerning confidentiality, independence and conflicts of interest.

Rule 21

Language Regime

Unless decided otherwise by the Board, the Board shall conduct its business in English.

Rule 22

Amendment of the Rules of Procedure

1. These Rules of Procedure may be amended by two-thirds majority decision of the Board.
2. Amendments to the Rules of Procedure shall enter into force on the date decided by the Board.

Rule 23

Interpretation

1. In the event of any conflict between any provision of these rules and the Statutes of the Joint Undertaking, the latter shall prevail.
2. In the event of any conflict between any provision of these rules and the rules of procedure of the Executive Committee or the rules of procedure for the Scientific Programme Board, the former shall prevail.

Rule 24

Entry into Force

These Rules shall enter into force on the date of their adoption by the Board and shall be published on the official website of the Joint Undertaking.

Done at Barcelona, 28 June 2007

For the Governing Board

A handwritten signature in black ink, appearing to read 'Pablo Fernández Ruiz', written over a horizontal line.

Pablo Fernández Ruiz

Chair of the Governing Board