

## **DECISION** **ADB(D) 14-2008**

### **Voting rights in the Administrative Board**

#### **THE ADMINISTRATIVE BOARD OF THE SESAR JOINT UNDERTAKING**

##### **Having regard to**

1. Article 4.2 of the SESAR Joint Undertaking Statutes, annexed to the Council Regulation (EC) No 219/2007 of 27 February 2007, establishing the SESAR Joint Undertaking, amended by Council Regulation 1361/2008 of 16 December 2008.

##### **Whereas**

1. Members of the SESAR Joint Undertaking shall have a number of votes, in the Administrative Board, in proportion to their contribution to the funds of the Joint Undertaking,
2. The European Community, EUROCONTROL and the Airspace Users' representatives referred to in point (c) of Article 3(1) of the Statutes shall have no less than respectively 25%, 25% and 10% of the total number of votes in the Administrative Board,

In its ordinary meeting of 1st December 2008, **HAS DECIDED AS FOLLOWS:**

#### **Article 1: Calculation of the voting rights: principles**

The voting rights allocated to each member in the Administrative Board shall be in proportion to the value of each member's total net contribution in respect of the funds of the Joint Undertaking.

The members' total net contribution corresponds to the total value of its contributions to the Joint Undertaking in one or both of the following forms:

- cash contribution paid to the Joint Undertaking;
- In kind contribution, in line with Article 12(5) of the Statutes, net of non-eligible costs and net of any co-financing received directly or indirectly from the Joint Undertaking.

In any event, the minimum percentage of votes allocated to the Founding Members of the SESAR Joint Undertaking and to the civil users of airspace as per the SJU Statutes shall be guaranteed.

#### **Article 2: Initial allocation of voting rights upon accession to membership**

With regard to the European Community and EUROCONTROL, the initial number of votes shall be in proportion to the committed contribution to the Joint Undertaking.

The voting rights allocated to a member as defined in Article 1(2) of the Statutes shall be decided at the Administrative Board meeting held to decide about the concerned member's membership. The numbers of votes allocated to the member will be included in its own membership agreement. It shall be based on the net contribution committed by the member to the Joint Undertaking, as proposed in its offer to contribute to the Joint Undertaking and as finally accepted by the Administrative Board.

The calculation of the number of votes pertaining to a contribution shall be based on the contribution that has the lowest par value, which shall have at least one vote.

#### **Article 3: Adjustment of voting rights during membership**

##### ***i. Annual Adjustment of Voting Rights***

The initial voting rights allocated to each member shall be adjusted annually at the first Administrative Board meeting held after a period of one hundred and twenty (120) calendar days following the end of the Financial Year.

For each financial year, the voting rights shall be adjusted to take into account the effective contribution of each member, in terms of commitment or execution, for the financial year into question compared to the initial stated contribution which originated the allocation of the initial voting rights.

With regard to the European Community, the adjustment shall take into account any variation compared to the initial commitment to the contribution to the SJU in relation with the previous financial years.

With regard to EUROCONTROL and the other member's, the adjustment shall take into account the actual net contributions to the SESAR Joint Undertaking and their impact on the initial commitment and shall include:

- the amount of the cash contribution paid to and received by the Joint Undertaking by the end of the previous financial year;
- the value of the in kind contribution to the Joint Undertaking, as stated in the member's annual interim financial statements (i.e. cost-breakdown forms of actually incurred eligible costs for accepted deliverable) submitted together with an independent auditor's report.

In the event of deviations from the initial contribution assessment (and as a consequence of the initial voting rights allocated to each member) as a result of a member's failure to deliver its contribution to the programme, and notwithstanding the possibility for members to propose adequate compensation measures to be approved by the Board, the voting rights shall be adjusted accordingly. This adjustment shall be formalised through a decision of the Administrative Board and stated in the minutes of the meeting of this Board.

**ii. Adjustments Further to New Membership**

The voting rights allocation shall be adjusted taking into consideration the consequences of each new membership on the total amount of contributions to the SESAR Joint Undertaking. This adjustment shall be formalised through a decision of the Administrative Board and stated in the minutes of the meeting of this Board.

This Decision shall enter into force on the date of its adoption.

Done in Brussels, 1 December 2008

For the Administrative Board,



Daniel Calleja  
*Chairperson*

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