

**DECISION**  
ADB(D) 01-2009

**Amendment of the Administrative Board's rules of procedure**

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

Having regard to Council Regulation (EC) 219/2007 as last modified by Council Regulation (EC) 1361/2008;

Having regard to Article 5.2 of the SESAR Joint Undertaking's Statutes;

Having regard to Article 15 of the Administrative Board's Rules of procedure ADB(RP)1.0 of 15.06.2007;

Having regard to the proposal for amending the Administrative Board's Rules of procedure SJU-AB-09-09-DOC-02;

In its ordinary meeting of 26.03.2009, **HAS DECIDED AS FOLLOWS:**

**Article 1**

The Administrative Board's Rules of procedure are amended in accordance with document SJU-AB-09-09-DOC-02, which replaces document ADB(RP)1.0 of 15.06.2007.

**Article 2**

The exception provided for in Article 3.11 of the Rules of Procedure shall apply the civil users of airspace and to the bodies representing staff in the air traffic management sector. Consequently, the representatives and the alternate representatives of these two stakeholders groups shall be allowed to participate in the Board meetings throughout the duration of the SJU.

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

Done in Brussels, 26 March 2009.

For the Administrative Board

Daniel Calleja Crespo  
*The Chairperson*



# Rules of Procedure of the Administrative Board

Adopted on 26 March 2009

## Article 1 – Definitions

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The following definitions shall apply in the rules of procedure:

- *Regulation* refers to Council Regulation (EC) n° 219/2007 of 27.02.2007, amended by Council Regulation (EC)1361/2008 of 16/12/2008, and any further amendment thereto.
- *Statutes* refers to the Statutes of the SESAR Joint Undertaking annexed to the *Regulation* Council Regulation (EC) n° 219/2007 of 27.02.2007.
- *Members* refers to the members mentioned in Article 1 of the Statutes of the Joint Undertaking.
- *Board* refers to the Administrative *Board* of the SESAR Joint Undertaking.
- *Board members* are the representatives referred to in Article 3.1 of the *Statutes*.
- *Voting representatives* are the representatives referred to in Article 4.1 of the *Statutes*.
- *Executive Director* is the Executive director of the SESAR Joint Undertaking.
- *Stakeholder representatives* are the representatives mentioned in Article 3.1 from (b) to (h) of the *Statutes*.
- *Stakeholder organisation* refers to the organisations or bodies which appoint the representatives mentioned in Article 3.1 from (b) to (h).
- *Rules* refer to the Rules of procedure for the Administrative *Board*.
- *Chairperson* or *Vice-Chairperson* refers to the Chairperson and Vice-Chairperson of the Administrative Board.

## Article 2 – Scope

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1. Without prejudice to the provisions of the *Regulation*, the scope of the present *Rules* is to ensure that the proceedings of the *Board* run in a smooth and efficient manner.
2. The provisions of the *Regulation* shall always take precedence over those of the *Rules*.
3. The present *Rules* shall enter into force on the date of their adoption by the *Board*.

## Article 3 - Representation and quorum

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1. The *Board* shall be composed of the representatives indicated in Article 3.1 of the *Statutes*.
2. Each *Member* and *Stakeholder organization* shall designate its representative and an alternate prior to the first meeting of the *Board* in which the *Member* or *Stakeholder organisation* participates.
3. *Board members* and *Stakeholder organizations* may at any time decide to replace their representatives. Such replacement will be effective through a written notice to the *Chairperson*.
4. Appointments to the *Board* are personal. In order to ensure stability and continuity in the *Board's* proceedings, appointments may not be delegated to others.



5. Subject to the provisions of Article 11, the *stakeholder representatives* and/or their alternates participate in all the meetings of the *Board* as observers. They may give their opinion and provide advice on points on the agenda of the *Board* meetings and have access to all the documents relating to these meetings.
6. A *Member* may, if necessary, represent a maximum of one other *Member* and cannot represent a *stakeholder representative*.
7. A *stakeholder representative* may, if necessary, represent a maximum of one other *stakeholder representative* and cannot represent a *Member*.
8. The *Member* or the *stakeholder representative* that is being represented must inform the *Chairperson* of this in writing before the date of the meeting.
9. The quorum required for the adoption of the *Board's* decisions is considered to be valid when at least two-thirds of the *voting representatives* are present or represented at the meeting and that the sum of their total voting rights allows the appropriate majority to be reached.
10. Notwithstanding the provisions of paragraph 9, the quorum for the decisions referred to in Article 4.5 of the Statutes shall be valid only if the Community representative is represented at the meeting.
11. As a general rule, one participant for each *Board member* shall be admitted to attend *Board* meetings. Exceptionally, in duly justified cases and in accordance to the provisions of Article 7, the *Chairperson* may authorize the presence of an additional participant for a *Board member*.

#### **Article 4 - Chairperson and Vice-Chairperson of the Board**

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1. The *Board* is chaired by the representative of the Community or his/her alternate.
2. The *Board* may elect a *Vice-Chairperson* amongst the *Members*. The *Vice-Chairperson* shall hold office for one year and may be re-elected. The *Vice-Chairperson* shall act in the *Chairperson's* stead only for the functions defined in this Article in case the *Chairperson* or his/her alternate are unable to fulfil these functions.
3. The *Vice-Chairperson* shall not vote on behalf of the Community representative unless duly authorised in writing by the latter.
4. The *Chairperson* shall control the proceedings of the *Board* and maintain order during its meetings. He/she shall: declare the opening and closing of each meeting; direct the discussions and sum them up; ensure the observance of these *Rules*; grant or withdraw the right to speak; decide points of order; put proposals to the vote and announce decisions. He/she may announce the adjournment or closure of the debate or adjournment or suspension of a meeting. He/she shall ascertain before each vote that a quorum is present.

#### **Article 5 - Secretary of the Administrative Board**

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1. The *Board* shall appoint a Secretary .
2. The Secretary shall establish an attendance list and draft the minutes for each meeting. The minutes shall include all decisions taken by the *Board* at the meeting. The minutes and the related documents shall be properly numbered.



3. After approval by the *Chairperson*, the Secretary shall, within seven calendar days after the meeting, submit the draft minutes to the *Board members* for their approval.
4. The *Board members* shall be deemed to have approved the minutes if they have transmitted no comments to the Secretary within seven calendar days after receipt of the minutes. If the minutes are not approved in accordance with this procedure, they shall be approved at the next meeting.
5. The approved minutes shall be signed by the *Chairperson* and the Secretary and be entered in books kept for that purpose under the responsibility of the Secretary at the seat of the Joint Undertaking. The books containing the minutes shall be open to inspection by any *Board member*. The Secretary shall send to the *Board members* a copy of the minutes within seven calendar days after their approval.
6. The Secretary shall send a copy of the decisions of the *Board* to the *Board members* and the *Executive Director* within seven calendar days after each meeting.

## Article 6 - Convening meetings

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1. Meetings of the *Board* are convened by the *Chairperson*.
2. The *Board* shall meet at least four times a year. Extraordinary meetings shall be convened in accordance to the provisions of Article 5.2(a) of the *Statutes*.
3. The meetings shall normally take place at the seat of the Joint Undertaking and shall not be held in public.
4. Unless otherwise decided, the *Executive Director* shall participate in all the *Board* meetings.
5. The *Executive Director* or a member of staff of the Joint Undertaking designated by the latter may present to the *Board* oral or written reports.
6. The *Chairperson* shall draw up a draft agenda. He/She shall send the invitation to the meeting, the draft agenda and the proposed measures on which the *Board* is required to take a decision and any other working documents to the *Board members*, as a general rule, no later than twenty calendar days before the date of the meeting.
7. *Board members* may propose, in writing, at the latest ten calendar days prior to the meeting, to add additional items on the draft agenda.
8. As a general rule, the draft agenda shall be finalised at the latest seven calendar days prior to the date of the meeting.
9. In urgent cases and for extraordinary meetings and where the decisions to be adopted must be applied immediately, the *Chairman* may, at the request of a *Board member* or on his/her own initiative, fix a period shorter than the one laid down in the above paragraphs 6, 7 and 8.
10. The draft agenda shall be discussed and adopted by the *Board* immediately after the opening of the meeting. On the day of the meeting, other items may be added to the draft agenda for information or discussion but not for decision.
11. The meetings of the *Board* shall be held in English.
12. In principle, the *Board's* discussions shall not be confidential unless otherwise decided by the *Board*.



## **Article 7 - Admission of third parties to *Board* meetings**

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1. At the request of a *Board member* or the *Chairperson's own initiative* may decide to invite third parties to talk on particular matters of interest for the *Board*. In this case, the presence of the third parties and the subject of their participation shall be included in the meeting's draft agenda.
2. The travel and subsistence expenses incurred by the third parties referred to in paragraph 1 may be reimbursed by the Joint Undertaking in accordance to Article 14.
3. Subject to prior approval of the *Chairperson, Board members*, at their own expenses, may be accompanied at *Board* meetings by experts. *Board members* shall submit a motivated prior request of any accompanying experts to the *Chairperson* at least ten calendar days before the date of the meeting. If the *Chairperson* does not object to the participation of an expert seven calendar days before the date of the meeting, the permission is considered to be granted.
4. If new items are added to the draft agenda of a *Board* meeting, in accordance to Article 6.7, the *Chairperson* may, at the request of a *Board member* or on his/her own initiative, fix shorter periods than the ones laid down in paragraph 3 in order to allow the participation of an expert to assist a *Board* member on the new items.
5. *Board members* are responsible for the experts which accompany them in the *Board* meetings. These experts may not take the floor unless authorised by the *Chairperson*.
6. Third parties referred to in paragraph 1 and 3 must withdraw when the *Board* moves to a vote or when the *Chairperson* deems that the topics to be discussed should not be disclosed to the third parties or experts mentioned above.

## **Article 8 – Voting**

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1. Items on the agenda of the *Board* meeting which require that the Community's position is subject to the procedures laid down in Articles 5 and 6 of the *Regulation*, cannot be put to vote until the mentioned procedure has been completed. Nevertheless, in order to facilitate the Board's decision making process, if the Community deems that it can express its provisional position, the Board may vote on the item, subject however, to the confirmation of the formal adoption, without any substantial changes, of the Community's position in accordance with the above mentioned procedures. The formal adoption of the Board's decision shall take effect upon receipt of a written notice of the formal adoption of the Community's position.
2. The *Board* may adopt decisions through the written procedure in accordance to the provisions of Article 9.
3. Notwithstanding the provisions set out in Article 12.6 of the *Statutes*, only the representatives referred to Article 4.1 of the *Statutes* shall have the right to vote.
4. Before a decision is put to the vote of the *Board*, the *Chairperson* shall ensure that the quorum indicated in Article 3 is valid. He/She shall inform the *Board members* of the number of votes attributed to each *voting representative* in accordance to the provisions of Article 4.2 of the *Statutes* and the Board's decision of ADB(D)14-2008 of 1.12.2008 and the type of majority required to adopt the decision.
5. Abstentions shall not count as a vote.



6. The *Chairperson* shall count the votes cast. Before announcing the result of the vote, the *Chairperson* shall verify that it has obtained the required majority as set out in the *Statutes*.
  7. For decisions relating to the adoption of the ATM Master Plan and its modifications, the *Chairperson* shall ask the position of the representatives referred to in points (c), (d), (f), and (g) of Article 3.1 of the *Statutes*. If these representatives are unanimously opposed to the *Board's* decision, the decision shall not be adopted.
  8. The *Chairperson*, on his/her own initiative or at the request of a *Board member*, may postpone the vote on a particular agenda point:
    - If a substantive change is made to the proposal during the meeting;
    - If the documents relating to a specific agenda point have not been sent to the *Board members* within the timeframe laid down in Article 6;
    - In the case of decisions mentioned in paragraph 7 where the relevant representatives are unanimously opposed to the *Board's* decision.
- However, at the proposal of the *Chairperson* or the request of a *Board member*, the *Board* may decide by a simple majority of *Board members* to keep this point on the agenda because of the urgency of the matter.
9. If the *Board* has not issued an opinion within the timeframe laid down by the *Chairman*, the latter may extend this period, except in cases of urgency, no longer than the end of the next meeting. If necessary, the written procedure provided for in Article 9 may be applied.

#### **Article 9 - Written procedure**

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1. If necessary and justified, the *Board's* opinion can be obtained by a written procedure. In this case the provisions set out in Article 8.1, 8.3, 8.5, 8.6 and 8.7 apply. To this end, the *Chairperson* shall send the *Board members* the proposed measures on which their opinion is sought. Any *Board member* who does not express his or her opposition or intention to abstain before the deadline laid down in the letter is considered to have given his or her tacit agreement to the proposal; the response period must not be less than fourteen calendar days except for cases of urgency where the deadline may be reduced to seven calendar days.
2. However, if a *Board member* requests that the proposed measures be examined at a *Board* meeting, the written procedure shall be terminated without result; the *Chairperson* shall then call a *Board* meeting as soon as possible.
3. The *Chairperson* shall inform the *Board members* of the result of the written procedure within seven calendar days of the deadline specified in paragraph 1.

#### **Article 10 - Specific procedures**

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Where appropriate, the *Board* shall establish specific procedures for adopting decisions on the subjects set out in Article 5 of the *Statutes*. These specific procedures shall be adopted by simple majority of the votes cast and shall automatically be included in Annex I which is an integral part of the present *Rules*.



## **Article 11 - Conflicts of interest**

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1. *Board members* are not allowed to participate in the preparation, evaluation or the awarding procedures of calls for public tender launched by the Joint Undertaking, if they own or have partnership agreements with bodies that are potential candidates for calls or represent such bodies.
2. *Board members* and other participants in a *Board* meeting must disclose any direct or indirect personal or corporate interest in the outcome of the deliberations of the *Board* in relation to any matter on the agenda. At the beginning of every meeting, any *Board member* or other participants in a *Board* meeting whose participation in the work of the *Board* could constitute a potential conflict of interest with regard to a particular agenda point must immediately inform the *Chairperson* of this situation.
3. Based on the disclosure mentioned in paragraph 2 the *Board* may decide to exclude *Board members* or other participants from discussions, decisions or tasks where a conflict of interest is likely to occur. They will not have access to information relating to the subjects deemed to constitute potential conflicts of interest.
4. Notwithstanding the provisions of paragraphs 1, 2 and 3 above, the management of conflicts of interests within the Board shall comply with the “Decision on “confidentiality, independence and the management of conflict of interest of the bodies of the SESAR Joint Undertaking” of 1.12.2008 and any amendment thereto.

## **Article 12 - Working groups and advisory groups**

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1. The *Board* may establish specific working groups as set out in Article 11 of the *Statutes*.
2. On the basis of a proposal of the *Executive Director*, the *Board* shall adopt the mandate of the working group. The mandate shall include the scope and duration of the working group, its composition and the respective roles of its participants, provisions on reporting and the estimated budget.
3. The *Board* shall appoint a representative of the Joint undertaking, which may be staff of the Joint Undertaking or a *Board member* or his alternate, as chairman of the working group.
4. In accordance to the provisions set out in Article 5.1(o), the *Board* may establish permanent or *ad hoc* advisory groups on specific topics. The same provisions set out in paragraphs 2 and 3 shall apply to the advisory groups.
5. In establishing working groups or advisory groups, the *Board* and the *Executive Director* shall ensure that the members of these groups do not have conflicts of interest in relation to the tasks entrusted to them.

## **Article 13- Transparency, treatment of documents and communication**

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1. The *Board* shall decide on a case by case basis on the requests concerning public access to the Joint Undertaking's documents. It shall comply with the principles and the limits laid down in Regulation (EC) N° 1049/2001 of the European Parliament and the Council.
2. The *Board* shall decide upon press releases concerning its proceedings and decisions.
3. In order to implement the provisions of paragraphs 1 and 2, the *Board* shall establish a "Data protection and confidentiality policy".

#### **Article 14 - Cost reimbursement for attendance of *Board* meetings**

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With the approval of the *Chairperson, stakeholder representatives*, their alternates and third parties referred to in Article 7 may be reimbursed, upon request, for travel and subsistence expenses incurred for the attendance to *Board* meetings. These costs shall be reimbursed in accordance with the related provisions of the "*SESAR Joint Undertaking operating rules*".

#### **Article 15 –Amendments to the *Rules***

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The present *Rules* may be amended by a decision of the *Board* on a proposal presented by any *voting representative*.

#### **Article 16 - Transitional provisions**

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1. In order to ensure the timely and effective setup of the Joint Undertaking, the *Chairperson*, with the support of the *Board*, shall exercise the functions of the *Executive Director* until the latter is appointed. For this purpose, and with the agreement of the *Board*, the *Chairperson* may appoint temporary representatives to fulfil all or part of the tasks which are necessary for the setting up of the Joint Undertaking until the *Executive Director* has effectively taken up his functions. The *Chairman* shall report regularly to the *Board* on the actions he/she has undertaken in accordance to this paragraph.
2. The costs for the attendance of *Board* meetings referred to in Article 14, shall not be reimbursed until the Joint Undertaking disposes of its own financial resources.
3. The Board shall decide on an *ad hoc* basis on the necessary measures to take for the implementation of provisions which refer to internal documents of the Joint Undertaking which have not yet been adopted.