

**Working rules**  
**for the Council of the**  
**“PARTNERSHIP FOR ADVANCED COMPUTING IN**  
**EUROPE AISBL”**  
**(PRACE)**

**BACKGROUND:**

- A. These working rules regulate the functioning of the Council as provided in article 12.2 of the Statutes.
- B. Words and expressions used in these working rules in capital letters have the same meaning as the definitions set out in article 1 of the Statutes of the Association, in case of contradiction between the working rules and the Statutes, the Statutes shall prevail.
- C. These working rules were approved during the Council's meeting of the Association of (DATE) in accordance with article 14.5 e) of the Statutes.

**Art. 1**

**Notice of Meetings**

- (1) As provided in article 16.1 of the Statutes, the Chairman of the Board of the Council shall call Council's meetings.
- (2) As provided in article 16.2 of the Statutes, meetings shall be called in writing at least ten business days in advance. Meetings will also be called by email. Nevertheless a Council is validly called with shorter notice, providing the Members of the Association agree unanimously to waive the ten days prior notice. The day when the notice is posted and the day of the meeting shall not be taken into account when calculating this period. For the purposes of the Statutes and these working rules, "business days" refer to working days in Belgium and exclude Saturday, Sunday and legal holidays. Material and appendices to the discussion material should be sent out by the given time limits.
- (3) The notice shall set out the place and time of the meeting as well as the items on the agenda and, if applicable, motions to be voted on. The documentation shall be sent within the period of time subject to Art.1 (2). Amendments to the agenda must be communicated at least five business days before the date of the meeting to the Chairman of the Board of the Council. As the case may be, if the amendments to the agenda entail the discussion of new material or appendices, the documentation shall be communicated at the same time to the Chairman of the Board of the Council. Amendments to the agenda require a Member to request said amendment specifying the purpose and reasons. The discussion of motions regarding items on the agenda submitted during a Council's meeting (emergency motions) shall be subject to Art.2 (4).

- (4) As provided in article 15.4 of the Statutes, the meetings of the Council shall take place at the registered office of the Association or, considering its international scope, at any other location indicated by the Chairman of the Board of the Council in the notice, even if outside Belgium, provided, in such case, it does not prejudice the right of any Member to make itself represented at the Council.
- (5) As provided in article 15.5 of the Statutes, the meetings of the Council may also take place through videoconferencing or teleconferencing systems and the Chairman of the Board of the Council will be responsible for ensuring the integrity of the communications. The meetings of the Council may also take place in writing. Decisions taken by videoconference, teleconference or in writing are deemed to take place at the registered office of the Association. Decisions taken by videoconference or teleconference are deemed to come into force on the date of the meeting. Decisions taken in writing are deemed to come into force on the effective date mentioned on the circular letter. .
- (6) The ordinary Council meetings shall be held in the first and last quarters of each fiscal year. As provided in article 16.3 of the Statutes, the Chairman of the Board of the Council shall be obliged to call an extraordinary Council meeting upon request and for legitimate reasons by a group of at least a fifth of the total number of Members.
- (7) The ordinary meeting in the last quarter of the fiscal year shall treat the Association's budget of the upcoming year, whereas the approval of the annual accounts of the Association of the previous fiscal year shall be tabled during the ordinary meeting in the first quarter of the fiscal year.
- (8) Inasmuch as the Chairman of the Board of the Council does not fulfil his obligation to call a meeting, the Vice-Chairman and also each Member shall be authorized to call a Council meeting.

**Art. 2**

**Chair, Procedure**

- (1) The preparation of the meetings is the responsibility of the Chairman of the Board of the Council and is organized by the PRACE Office, or by a member appointed by the Chairman of the Board of the Council, in case the PRACE Office is not operative.
- (2) As provided in article 13.3 of the Statutes, in the event that the Chairman of the Board of the Council is unable to attend the meeting, the Vice-Chairman shall replace him/her. In the event that the Chairman of the Board of the Council and the Vice-Chairman are unable to attend the meeting, the Chairman shall be replaced by one of the delegates of the Members attending the meeting appointed by the Members for such purpose.
- (3) The Chairman of the Board of the Council shall set the agenda and decide on the order in which items on the agenda are discussed as well as on the mode of voting subject to Art.3 (4) and the order of voting.
- (4) Items that have not been communicated by the Chairman of the Board of the Council in writing (including by email) at least three business days before the meeting may be discussed if approved by two thirds of the Members if no Member present objects to the discussion thereof. An absent Member may raise an objection to the discussion of such item within a week after receiving the minutes of the meeting; any resolution adopted on this item shall then be deemed to not have been adopted and the item must be discussed again at another meeting to be called. If no objection is raised, the discussion of all items on the agenda shall be deemed to have been approved.
- (5) As a rule and as provided in article 15.3 of the Statutes, the Council meetings are private. The presence of the members of the Board of Directors, the Chairman of the Scientific Steering Committee shall be permitted unless decided otherwise by a resolution of the Council itself, on a case by case basis, as provided in article 15.3 of the Statutes; however, they shall not have the right to vote. The presence of other guests, including other members of staff from the Association's administration, may be approved by resolution of the Council with the absolute majority of the Members present. In this case, the Members should be informed by the Secretary ten business days in advance of the presence of guests, including name and reasons of their presence. Members may suggest the invitation of guests to a Council meeting or object to such an assistance by informing the Chairman of the Board of the Council and/or the Secretary in writing. The

guests shall be listed in a separate record of attendance filed together with the minutes of the meeting. Guests shall not be entitled to put forward motions or vote.

- (6) Vote from a delegate substitute during council meeting is allowed. The delegate substitute must be appointed in writing.

### **Art. 3**

#### **Resolutions**

- (1) The Council shall constitute a quorum if at least a majority of Members are present. The details are regulated in article 14.2 of the Statutes.
- (2) Each Member shall have one vote. Members shall use their right to vote through an authorized delegate of whom the Chairman of the Board of the Council shall be informed in writing in advance. This person mentioned above may attend the meeting in the company of one advisor. It will be permitted to call in different advisors. The advisor shall not have the right to vote. The Chairman of the Board of the Council shall be informed of the name of the delegate and advisor(s) at least five business days before the date of the meeting.
- (3) The majorities required are regulated in article 14 of the Statutes. A tied vote shall mean that a motion is rejected. Abstentions, blank or mutilated votes shall not be counted in the votes cast.
- (4) As a rule, motions shall be decided upon in an open vote. Votes in face-to-face meetings shall be conducted by a show of hands. The Chairman of the Board of the Council will be responsible for ensuring the integrity of the communications. In telephone and video conference meetings, the Chairman or the Vice-Chairman of the Board of the Council can ask to each one of the Council Members for their vote for each one of the decisions following an alphabetical order by the name of the country. A secret vote may be conducted upon request by any Member entitled to vote. This request must be introduced at the latest at the beginning of a meeting.

### **Art. 4**

#### **Minutes of Meetings**

- (1) Minutes of the meetings of the Council shall be kept at the registered office of the Association. These minutes shall be signed by the Chairman of the Board of the Council and the Secretary. The draft minutes shall contain the place and day of the meeting, the participants, the items on the agenda, the essence of the discussions and the resolutions. The draft minutes shall be forwarded to each Member of the Association no later than two weeks after the meeting. Amendments to the minutes can be sent up to two weeks before the next Council meeting.
- (2) The draft minutes of the meeting, as the case may be with the amendments suggested, if any, shall be approved at the subsequent meeting of the Council.

### **Art. 5**

#### **Entry into force of the working rules**

These working rules shall enter into force on 25.01.2011.

By delegation of the Council meeting of January 25, 2011

Bachem, Achim:  
Chairman of the Board of the Council