



**SEVENTH FRAMEWORK PROGRAMME  
Research Infrastructures**

**INFRA-2010-2.3.1 – First Implementation Phase of the European High  
Performance Computing (HPC) service PRACE**



**PRACE-1IP**

**PRACE First Implementation Project**

**Grant Agreement Number: RI-261557**

**D2.2.2**

**Procedures for additional PRACE committees**

*Final*

Version: 1.0  
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Date: 28.02.2011

## Project and Deliverable Information Sheet

PRACE Project	<b>Project Ref. №:</b> RI-261557	
	<b>Project Title:</b> PRACE First Implementation Project	
	<b>Project Web Site:</b> <a href="http://www.prace-project.eu">http://www.prace-project.eu</a>	
	<b>Deliverable ID:</b> < D2.2.1 >	
	<b>Deliverable Nature:</b> < Report >	
	<b>Deliverable Level:</b> PU	<b>Contractual Date of Delivery:</b> 28/02/2011
		<b>Actual Date of Delivery:</b> 28/02/2011
<b>EC Project Officer:</b> Bernhard Fabianek		

\* - The dissemination level are indicated as follows: **PU** – Public, **PP** – Restricted to other participants (including the Commission Services), **RE** – Restricted to a group specified by the consortium (including the Commission Services). **CO** – Confidential, only for members of the consortium (including the Commission Services).

## Document Control Sheet

Document	<b>Title:</b> < Procedures for additional PRACE committees >	
	<b>ID:</b> <D2.2.2 >	
	<b>Version:</b> <1.0>	<b>Status:</b> Final
	<b>Available at:</b> <a href="http://www.prace-project.eu">http://www.prace-project.eu</a>	
	<b>Software Tool:</b> Microsoft Word 2007	
	<b>File(s):</b> D2.2.2.docx	
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## Document Status Sheet

Version	Date	Status	Comments
0.1	21/01/2001	Draft	First draft including comments from members of the Council, chairmen of SSC and AC
0.2	03/02/2011	Draft	Telco within Task 2.2 to discuss the draft
0.3	06/02/2011	Draft	Revised version with

			contributions from Ana Bela Dias, Virginie Mahdi, Susie Douglas, Jules Wolfrat, Jacko Koster, Agnieszka Kwiecin, Nelly Stoyanova, Carlos Merida and Francesca Garofalo
0.4	07/02/2011	Draft	Revised version including contributions from Ana Bela Dias, Virginie Mahdi, Susie Douglas, Agnieszka Kwiecin, Carlos Merida and Francesca Garofalo. Formatting and editing work
0.5	08/02/2011	Draft for internal review	Version for review with contributions from Virginie Mahdi, Ana Bela Dias, Jacko Koster, Susie Douglas, Horst-Dieter Steinhöfer, Carlos Merida and Georgi Prangov
0.6	22/02/2011	Finalised version after internal review	Additions and comments by Ioannis Liabotis and Florian Berberich
1.0	28/2/2011	Final version	

## Document Keywords

<b>Keywords:</b>	PRACE, HPC, Research Infrastructure, Terms of reference for Committee, Working rules for Committees
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## References and Applicable Documents

- [1] PRACE Preparatory Phase Project deliverable D2.2.3 – Governance document.
- [2] PRACE Preparatory Phase Project deliverable D2.2.2 – First draft of governance structure.
- [3] PRACE Preparatory Phase Project deliverable D2.1.3, updated version including the official French version of the Statutes of the PRACE AISBL and the English translation,
- [4] European Union Treaty, [http://europa.eu/abc/treaties/index\\_en.htm](http://europa.eu/abc/treaties/index_en.htm)

### List of Acronyms and Abbreviations

AC	Access Committee
BoD	Board of Directors
EC	European Commission
ERIC	European Research Infrastructure Consortium
FAC	Financial Advisory Committee
Hosting Member	PRACE AISBL Member who has the power to manage or to control the management of a Tier-0 system lodged in its country of origin
HPC	High Performance Computing
OC	Operation Committee
PRACE AISBL	PRACE Association Internationale Sans But Lucratif
PRACE-PP	PRACE Preparatory Phase Project
PRACE-1IP	PRACE 1st Implementation Phase Project
RI	Research Infrastructure
SSC	Scientific Steering Committee
STRATOS	PRACE advising group for Strategic Technologies
TSC	Technical Steering Committee
Tier-0	Denotes the apex of a conceptual pyramid of HPC systems. In this context the Supercomputing Research Infrastructure would host the Tier-0 systems; national or topical HPC centres would constitute Tier-1
Tier-1	Supercomputers hosted by national or topical HPC centres





## Executive Summary

The deliverable D2.2.2 “Procedures for Additional PRACE Committees” has the objective to present the updated terms of reference of the PRACE governance bodies and the Working Rules of the already established PRACE Committees. Preliminary definition of the PRACE governance has been done during the PRACE Preparatory Phase (PRACE-PP) project in deliverable D2.2.3 “Governance document” [1] as a set of relationships between the organisation’s management, its council, its members and other stakeholders. The major objectives of the Governance Structure are related to the use of supercomputing to support scientific excellence, cost-effective and optimal utilisation of the PRACE RI and in the future, through its continual renewal, to maintaining world-wide leadership.

Further to the creation on the 23<sup>rd</sup> of April 2010 of the PRACE legal entity, the PRACE Infrastructure has started its operational activities by providing access to computing resources to the European research community, through a single peer-review process, to support best science and competitiveness in Europe. This has been made possible thanks to the prompt establishment of the four statutory bodies mentioned in the PRACE statutes: the Council, the Board of Directors, the Scientific Steering Committee and the Access Committee.

After a brief presentation of the current PRACE AISBL governance structure in section 2, section 3 describes the terms of reference of all PRACE bodies, by describing their organisation, functioning and decisions. Particular emphasis has been put on the inter-relationships between the bodies to simplify the understanding of the whole PRACE governance structure. The terms of reference of the advisory bodies must be approved by the Council and at present only the terms of reference for the Board of Directors, Scientific Steering Committee and Access Committee have been finalised. The terms of reference for other advisory bodies (Financial Advisory Committee, Technical Steering Committee, User Forum and Operation Committee) are also discussed in this document and still subject to a decision from the Council.

In section 4, the working rules, which aim at describing the operational and practical rules within each body, are presented for the governance bodies at present installed, i.e. the Council, Scientific Steering Committee and Access Committee. The Board of Directors, due to its character interim, has a set of working rules defined informally by its non-permanent Directors, in the expectation of the recruitment of a full-time PRACE Director. The working rules of the PRACE AISBL governance bodies are defined and approved by the governance bodies, being the only requirement that these working rules are in line with the terms of reference of each body. These working rules are always evolving in order to adapt to the present and future challenges of PRACE AISBL.

Building a world-class European HPC service and infrastructure is a highly ambitious undertaking. In order to regulate such complex Research Infrastructure, it has been necessary to create an efficient, fair, and flexible governing structure. This has been achieved by the PRACE Research Infrastructure through the installation of the four main statutory governance bodies: the Council, the Board of Directors, the Scientific Steering Committee and the Access Committee. Having fulfilled this first objective, a set of processes to create new committees could be decided by the Council, after a close examination of the needs of the PRACE AISBL.

## 1 Introduction

The PRACE AISBL was created on the 23<sup>rd</sup> of April 2010 as an international non-profit organisation named Partnership for Advanced Computing in Europe AISBL (Association Internationale Sans But Lucratif) with its seat in Brussels.

The organisational bodies foreseen for the PRACE organisation were adapted to fit to the Belgian law and the following bodies of the PRACE AISBL have, at present, been installed:

- Council;
- Board of Directors;
- Scientific Steering Committee;
- Access Committee.

Other bodies such as the Financial Advisory Committee and Technical Steering Committee may be installed in the near future upon decision of the PRACE AISBL Council. The importance and role of other Committees, acting as advisory bodies to the Board of Directors – User Forum and Operation Committee – are also analysed.

The terms of reference for each governance body include the tasks, responsibilities and internal organisation of the governance bodies as well as the inter-relations with the other governance bodies. The Working Rules establish the operational and practical rules for the functioning of each body (Notice of meetings, Chair/Procedure, Resolutions, Minutes of meetings).

The process for establishing new committees within the PRACE AISBL is the following:

- Preparation by the Board of Directors of the terms of reference of the new Committee, describing the role, organisation, functioning and membership;
- Approval by the Council of the terms of reference of the new Committee;
- Preparation and approval of its own Working rules by the new Committee. The Working Rules enter into force after approval by the Committee and signature by the Chairman of the Committee.

In this deliverable, the terms of reference for the PRACE AISBL bodies are discussed and the working rules of the various established bodies are presented.

## 2 PRACE Governance

The PRACE Governance was initially defined in deliverable D2.2.3 “Governance document” [1] of the PRACE Preparatory Phase Project (PRACE-PP) as a set of relationships between the organisation’s management, its council, its members and other stakeholders. Governance also provides the structure through which the values, mission and major long and short term objectives of an organisation are set and the means of attaining those objectives and monitoring performance are determined. The PRACE organisation has clearly defined its mission and vision<sup>1</sup> according to the interests of the organisation and of its members and

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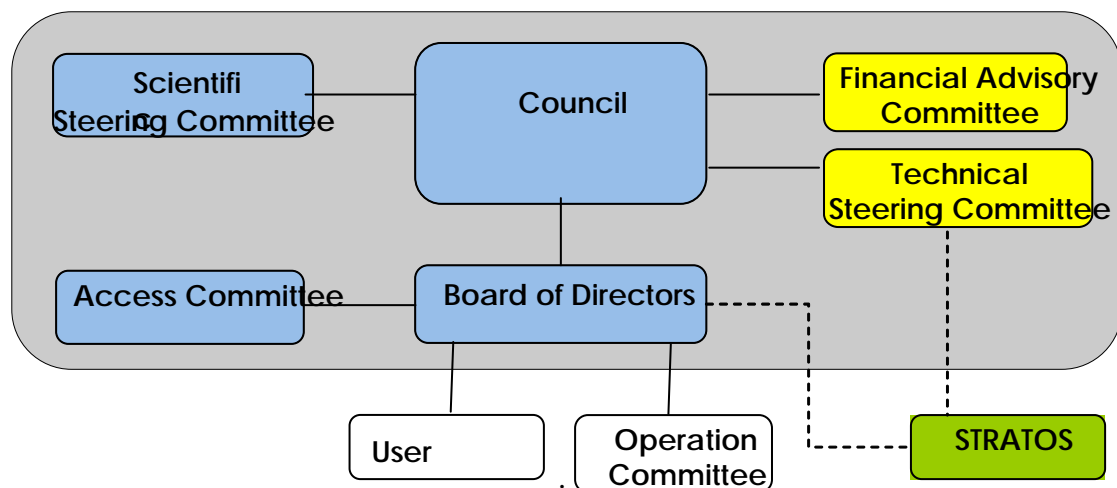
<sup>1</sup> The mission of the Partnership for Advanced Computing in Europe (PRACE) is to contribute to the advancement of European competitiveness in industry and research through the provision of a world-leading persistent high-end HPC infrastructure, which includes related support.

The vision of the Partnership for Advanced Computing in Europe (PRACE) is to fully support Europe in attaining global leadership in public and private research and development.

stakeholders. In the case of PRACE AISBL it is also very important that the governance structure must be sustainable and flexible enough to allow for an evolving operational model taking into account the evolution of the PRACE Research Infrastructure (RI), building on the competencies of the national HPC entities and on the users' needs and expectations.

After analysis of the principles for the governance structure of the PRACE RI defined above, the governance structure was initially analysed in the PRACE-PP deliverable D.2.2.2 "First draft of governance structure" [2] and elaborated in the PRACE-PP deliverable D2.2.3 "Governance document" [1]. The initial governance structure focused on the mission and vision of the PRACE RI and was unable to foresee adaptations needed to comply with the laws of the country of the PRACE RI seat, because the seat was not known at the time.

On the 23<sup>rd</sup> April 2010 the PRACE AISBL was created as an international non-profit organisation named Partnership for Advanced Computing in Europe AISBL (AISBL stands for Association International Sans But Lucratif) with its seat in Brussels. The only mandatory bodies for an AISBL under Belgian law are the Council and the Board of Directors. The statutes of PRACE AISBL establish the fundamental terms of reference of these two bodies and also for the Scientific Steering Committee and the Access Committee. These four bodies from the PRACE AISBL governance structure have been at present established, though the Board of Directors is still an interim body until the appointment of the PRACE Director.



**Figure 1 : Governance Structure defined for PRACE AISBL. Governance bodies in blue are at present established**

The present governance structure foreseen for the PRACE AISBL can be found in the grey part of Fig. 1 in a schematic way, more detailed diagrams are presented below for the inter-relations of each organisation body. The bodies established at present are marked in blue and the bodies that have not yet been established are marked in yellow. The User Forum, Operation Committee and STRATOS are also intended to be set up as advisory bodies, but may have special characteristics because they may not be completely under the influence of PRACE AISBL. A clear example is STRATOS, an independent group, which nevertheless may give advice to the PRACE AISBL. The terms of reference of the various governance bodies and advisory bodies and the working rules for the established bodies are described in the next sections. The Council decision to establish any advisory bodies lies with the Council of PRACE AISBL. The Council may adapt, if necessary, the terms of reference of the advisory bodies that are not yet established. Furthermore, in case that Council decides

unanimously to change the legal form (possibly towards an ERIC form), the consequences on the governance structure will be further investigated in deliverable D2.1 “Options for adaptation of the legal form” due for M12.

### 3 Terms of reference of the PRACE AISBL Governance bodies

In this section we describe the terms of reference of the following AISBL Governance bodies:

- Bodies already established and operating:
  - Council;
  - Board of Directors;
  - Scientific Steering Committee;
  - Access Committee;
- Bodies to be established, if so decided by the Council :
  - Financial Advisory Committee;
  - Technical Steering Committee.
- Additional advisory Committees (under the Board of Directors)
  - User Forum;
  - Operation Committee.

The terms of reference include the tasks, responsibilities and internal organisation of the governance bodies as well as the inter-relations with the other governance bodies. The terms of reference of the advisory bodies must be approved by the Council, and may be included in the statutes of PRACE AISBL. At present the Council has only approved terms of reference for the Board of Directors, Scientific Steering Committee and Access Committee. A description of the terms of reference of these bodies can be found in the PRACE AISBL statutes [3]. In the next sections we analyse the terms of reference of the bodies of PRACE AISBL, taking into consideration that the terms of reference for the bodies not yet established (Technical Steering Committee and Financial Advisory Committee) still have to be decided upon by the Council and as such may still be adapted. Regarding the bodies not completely under the PRACE AISBL governance, i.e. User Forum and STRATOS, the terms of reference discussed below are indicative of the role of these bodies but have yet to be finalised.

The importance and role of other Committees, acting as advisory bodies for the Board of Directors – User Forum and Operation Committee – are also analysed. Notably, STRATOS is an external independent structure, with its own governance, but may be very helpful in advising the PRACE Council by making its expertise available to PRACE, when requested. The link between STRATOS and PRACE AISBL should be further investigated.

#### 3.1 Council

The Council is the deliberative body of PRACE AISBL and is composed of all Members of PRACE AISBL.

The Members of PRACE AISBL have to fulfil all following minimum conditions:

- a) The Member is the entity in charge of the management and/or coordination of the provision of HPC services for its country of origin;
- b) The Member is identified, appointed and supported as such by the government of such country through the issue of a formal declaration to that effect; and
- c) The respective application has been approved by a unanimous resolution of the Council of PRACE AISBL.

There can be only one Member representing each Member State of the European Union or of an associated country of the European Union as described in article 217 of the European Union Treaty [4].

Following a request from the PRACE AISBL Council, the Board of Directors has drafted an Internal Regulation describing the process for new countries to become adhering Members to PRACE AISBL. The process is the following: the Board of Director checks for eligibility, collects all required information, the PRACE AISBL Council takes its decision based on that documentation and afterwards the candidate is introduced to all members during the next Council meeting. The PRACE lawyer firm, Bird&Bird, has checked this Internal Regulation for possible legal issues as well as general compliance with the PRACE AISBL statutes and procedures.

This Internal Regulation NR.3 “Admittance of Adhering Members”, presented in Annex A, has been approved by the Council during its meeting on the 25<sup>th</sup> of January 2011.

The working rules for the Council have been approved during the Council on the 25<sup>th</sup> of January 2011 and are presented in section 4.1 of this document.

### *3.1.1. Organisation and functioning*

The Council is composed of all Members of PRACE AISBL. Each Member has the right to participate in the meetings of the Council and shall vote through a delegate, duly authorised.

The Council is led by the respective Board, comprising a Chairman, a Vice-Chairman and a Secretary. The Chairman, Vice-Chairman and Secretary are elected by the Council from among the delegates of the Members and each serve terms of a maximum of two years. The Secretary may also be hired externally if so decided by the Council. The Chairman of the Board of the Council is responsible for directing and conducting the meetings of the Council. The Chairman of the Board of the Council has no right to vote and if a delegate is elected Chairman, the Member has the right to appoint another delegate to represent them. The Vice-Chairman can replace the Chairman in the meetings of the Council if the Chairman is unable to attend the meetings. The Secretary is responsible for assisting the Chairman during the meetings and for preparing the minutes of the meetings.

The meetings of the Council must take place at least twice a year. The Meetings of the Council are private, however they are open to the members of the Board of Directors and the Chairman of the Scientific Steering Committee, unless this participation is forbidden by a resolution of the Council on a case by case basis. The meetings of the Council shall be called by the Chairman of the Council. Extraordinary Council meetings may also be called by a group of at least one fifth (1/5) of the total number of Members of the Council.

### *3.1.2 Responsibilities*

In general the Council is responsible for considering and deciding on all matters of PRACE AISBL.

Further the Council is responsible for all short and long term decisions of PRACE AISBL, regarding policy, scientific, technical, organisation and operation matters of PRACE AISBL. A complete listing of all matters under the responsibility and decision of the Council can be found in the articles of the PRACE AISBL statutes included in Annex B. The complete official French version and the English translation of the statutes can be found in the updated version of the PRACE-PP deliverable 2.1.3 [3].

### 3.1.3. Inter-relation with other governance bodies

The Council, being the deliberative body of the PRACE AISBL organisation, interacts with all other governance bodies (see Fig. 1), either directly or via the Board of Directors, which is the case for the inter-relations with the User Forum, the Operation Committee and STRATOS. The Scientific Steering Committee advises the Council on matters of scientific and technical (focusing on technical issues related with scientific HPC needs) nature related with the mission of PRACE AISBL, mainly regarding the policy for allocation of HPC resources. The Council maintains strict collaboration with the Board of Directors – the executive body of PRACE AISBL.

The following figure summarizes the inter-relations between the Council and the other governance bodies:

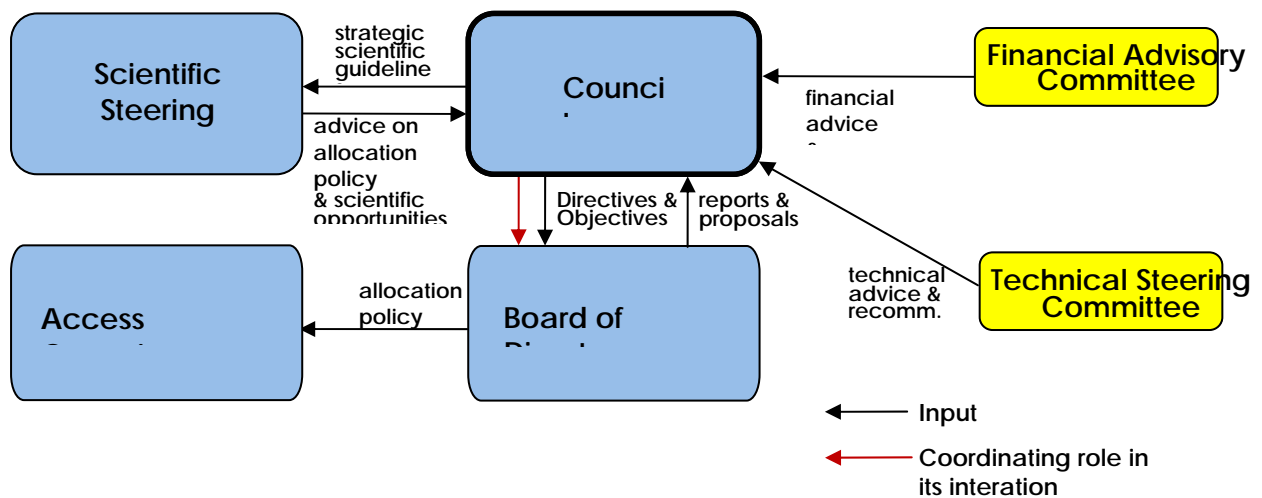


Figure 2 : The role of the Council in the Governance structure of PRACE

## 3.2 Board of Directors

The Board of Directors (BoD) is the executive body of PRACE AISBL and is responsible for managing and representing PRACE AISBL to third parties. The terms of reference of the BoD are defined in the PRACE AISBL statutes [3].

### 3.2.1. Organisation and functioning

The BoD is composed of a minimum of two members, elected at a meeting of the Council. Each member of the BoD will serve for an initial term of three years, renewable for subsequent periods of two years as agreed by the Council. The Council may also appoint a Chairman to the BoD from amongst its members. The Chairman of the BoD shall participate in the meetings of the Council, of the Scientific Steering Committee and of the Access Committee, in the capacity of adviser but without voting rights. In the case of the meetings of the Council, the Council may decide to forbid the participation of the Chairman of the BoD in a Council meeting on a case by case decision.

The BoD is expected to have to meet frequently and as such will meet whenever called by its Chairman.

**3.2.2. Responsibilities**

The BoD, the executive body of PRACE AISBL, is in general responsible for managing and representing PRACE AISBL to third parties.

In particular, as referred to in the AISBL statutes [3], the BoD is responsible for:

- a) preparing and implementing the work programmes of PRACE AISBL, the estimates of resources needed, the work to be carried out, the staff hired by PRACE AISBL and the respective human resources management policy;
- b) preparing and implementing the annual budget;
- c) maintaining the stock inventory;
- d) preparing the management report, the annual accounts and the remaining annual documents of account;
- e) preparing other reports or opinions upon request by the Council, the Scientific Steering Committee or the Access Committee;
- f) deciding on the allocation of computational resources, taking into account the relevant policies defined by the Council, such as the process for peer review, and the recommendations of the Access Committee;
- g) ensuring the existence of a sound management and financial internal control system;
- h) preparing the rules on the intellectual property rights policy, the dissemination of information and industrial policy for approval by the Council;
- i) preparing the internal regulations which contain specifications for the regulation of these statutes;
- j) appointing attorneys for the performance of certain acts or categories of acts, except those involving financial matters, as well as revoking the related powers-of-attorney;
- k) performing the necessary acts in order to carry out the mission of PRACE AISBL, in particular the development of its scientific activities and all acts concerning matters which are the object of a delegation of powers by the Council.

The BoD is, in particular, responsible for providing to the Council, at the start of each fiscal year, the following [3]:

- a) the statements of account of the previous year;
- b) the scientific programme and the budget for the following fiscal year, which shall include, in the form of a balance sheet, all revenues and expense items, even if only based on estimates;
- c) the multi-annual programme, the budget estimates and respective updates; and
- d) a report on the work carried out during the previous year.

The BoD needs also to collect all necessary information from the bodies of PRACE AISBL and any other external organizations in order to prepare all necessary reports for the Council.

3.2.3. Inter-relation with other governance bodies

The BoD, in its role as executive body of PRACE AISBL, needs to have a particular relationship with the Council and also with all governance bodies of PRACE AISBL and with all advisory bodies. Channels of communication with other bodies, such as the European Commission (EC), national, European and international organisations related to HPC, including user groups, and in general with other e-Infrastructure organisations and research infrastructures are very important for adequate functioning of PRACE AISBL. In general the BoD is responsible for representing PRACE AISBL to third parties and as such has a proactive role on communications with organisations related to HPC and user groups from academia and industry with HPC needs.

The BoD has also a very important role in the liaison with national, European and international projects supported by the Council. The BoD also reports on the progress of these projects to the Council on a regular basis. The BoD also has a coordinating role in its interaction with the Scientific Steering Committee and the Access Committee, especially regarding to the allocation policies to be defined by the Council upon advice of these bodies. The BoD is also responsible for ensuring that the peer review process is run according to the principles and methodology approved by the Council.

All in all the BoD is responsible for managing PRACE AISBL according with the mission and vision defined by the Council, and must make the utmost efforts to execute, promote and disseminate the mission and vision of PRACE AISBL.

The following scheme summarizes the inter-relation between the Board of Directors and the other governance bodies (established governance bodies in blue, bodies not yet established in yellow, advisory bodies in white, STRATOS in green and external stakeholders in light grey):

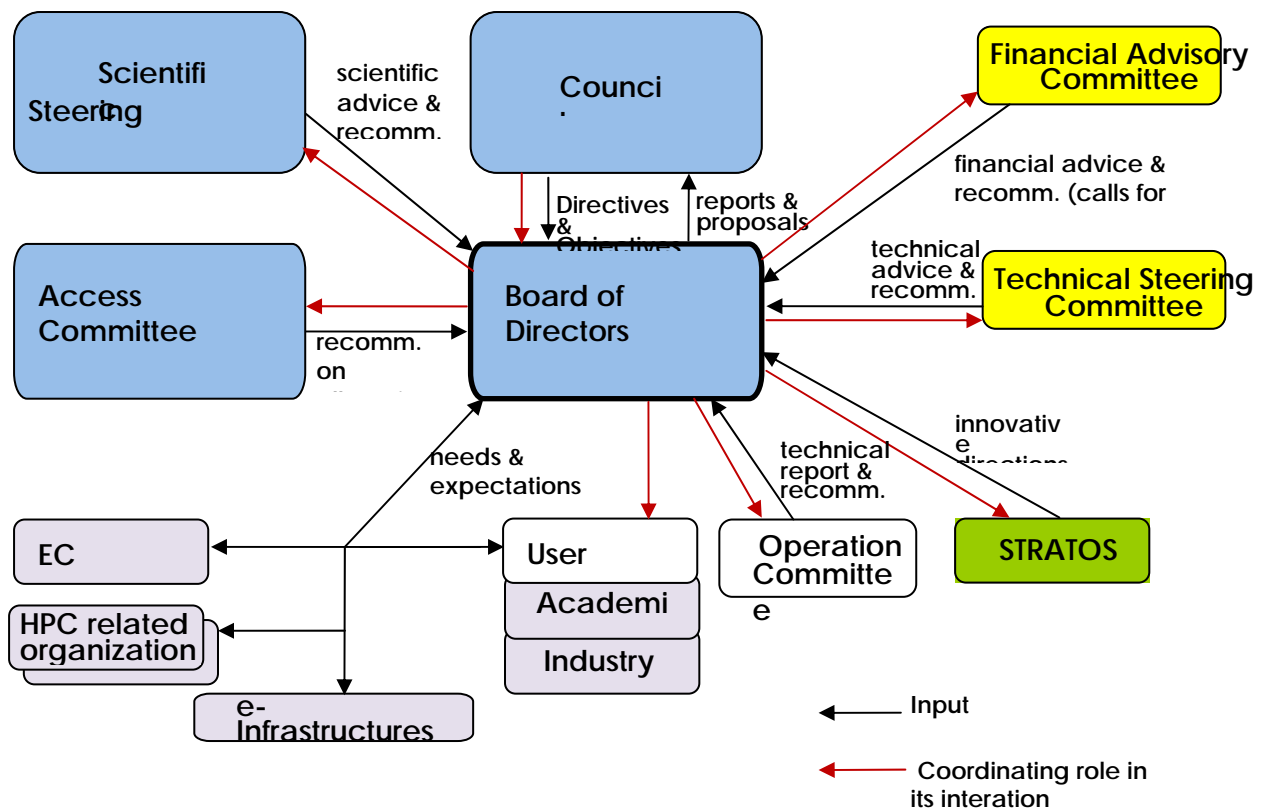


Figure 3 : The role of the Board of Directors in the Governance structure of PRACE



### 3.3 Scientific Steering Committee

The Scientific Steering Committee (SSC) is an advisory body of the Council for all matters of a scientific and technical nature. The technical advice of the SSC will mainly relate to technical issues connected with scientific usage of the PRACE AISBL resources, e.g. related to specific resource needs of scientific users and/or user communities. The terms of reference of the SSC are described in the PRACE AISBL statutes [3]. Section 4.2 of this document provides a detailed description of the SSC Working rules.

#### 3.3.1. Organisation and functioning

The SSC is composed of recognised researchers in various fields of science. The members of the SSC are appointed by the Council and the total number of members must be an odd number up to a maximum of twenty one. The duration of the term of the members of the SSC is two years, renewable twice consecutively for the same period of time upon Council decision.

The SSC shall meet whenever necessary and at least once in every six months. Meetings of the SSC shall be called by its Chairman. The Chairman of SSC is a member of the SSC elected among all SSC members. The Chairman of the Access Committee shall inherently always be a member of the SSC. The minutes of the meetings of the SSC are sent to all members and also to the Council. The meetings of the SSC are private, but the members of the Board of Directors may attend with no voting rights. Delegates of the Members of PRACE AISBL may also attend the meetings of the SSC as observers, i.e. without voting rights.

The SSC has been established and has so far had two meetings: the first one was an initial meeting to discuss the methodology for choosing its membership and the second one was a formal meeting with all members appointed by the Council. At present the elected members of the SSC are: Richard Kenway (Chairman); José M. Baldasano; Kurt Binder; Giovanni Ciccotti; Paolo Carloni; Daan Frenkel; Sylvie Joussaume; Ben Moore; Gernot Muenster; Risto Nieminen; Modesto Orozco; Maurizio Ottaviani; Michele Parrinello; Olivier Pironneau; Thierry Poinso; Simon Portegies Zwart; Alfio Quarteroni; Kenneth Ruud; Wolfgang Schroeder; Luis Silva; Alfonso Valencia.

During the second meeting of the SSC, the list of members for the AC was agreed upon and a proposal for the membership of the AC was completed. The SSC has also issued some recommendations on the methodology to be used for the peer review process for future PRACE AISBL calls.

#### 3.3.2. Responsibilities

The main role of the SSC is to advise the Council regarding all scientific matters. These responsibilities include advice on the policy for allocation of resources, information on trends in the development of different areas of science and the range of opportunities for scientific exploitation of PRACE AISBL in order to provide a high quality HPC research infrastructure adequate to the needs and requirements of the user communities, and on technical matters relevant to usage of the HPC research infrastructure.

### 3.3.3. Inter-relation with other governance bodies

The main role of the SSC is as an advisory body to the Council for matters of a scientific and technical nature. Due to its advisory role, the SSC needs to liaise with most bodies of the organisation, especially with the Council, Board of Directors and the Access Committee. The SSC shall advise the Council on all matters regarding the peer review process for allocation of PRACE AISBL resources. The SSC shall also interact with the User Forum and with other scientific and user organisations to collect information on new scientific developments and on users' expectations and needs regarding access to the HPC research infrastructure provided by PRACE AISBL.

The following scheme summarizes the inter-relations between the SSC and the other governance bodies:

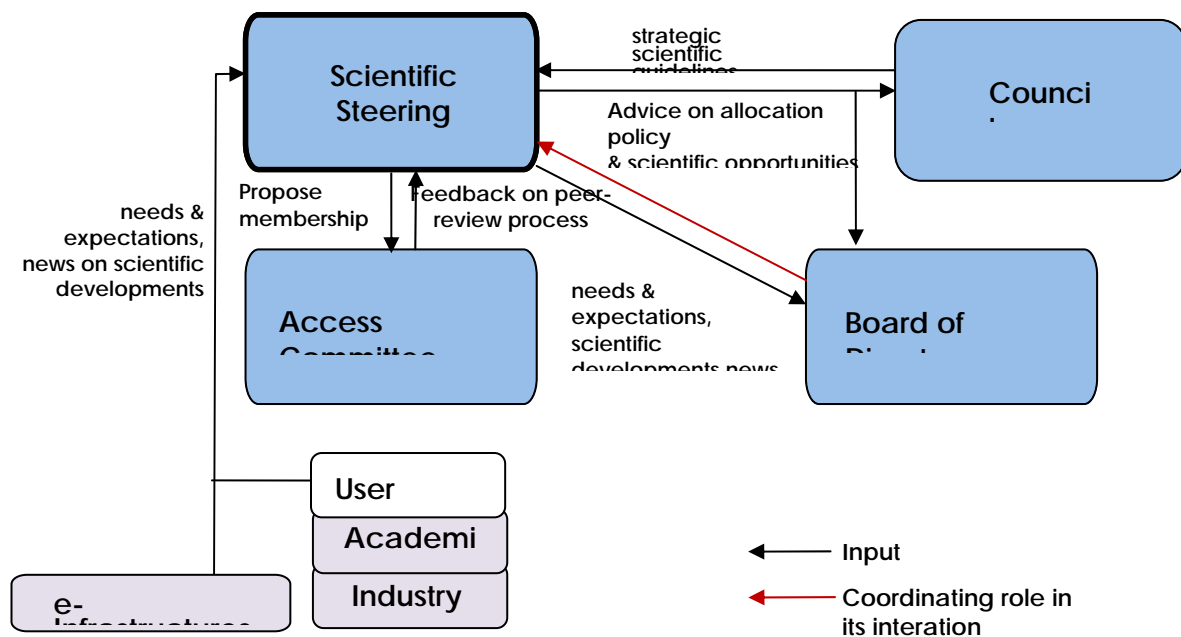


Figure 4 : The role of the Scientific Steering Committee in the Governance structure of PRACE

## 3.4 Access Committee

The Access Committee (AC) is also an advisory body to the Council, mainly via the BoD and the interaction with the SSC, for all matters regarding the allocation of computer resources of PRACE AISBL. The AC is responsible for analysing, evaluating and prioritising the requests for PRACE resources according to the peer review process approved by the Council and also for producing a final prioritised list for resource allocation for approval by the BoD. The AC is directly involved in the prioritisation of the proposals to the PRACE calls according with the allocation policy advised by the SSC and approved by the Council. The terms of reference of the AC are also defined in the PRACE AISBL statutes [3]. Section 4.3 of this document provide a detailed description of the AC Working rules.

### 3.4.1. Organisation and functioning

The AC is composed of recognised researchers of various fields of science covering the spectrum of science of the project proposals requiring access to the HPC resources made available to users by PRACE AISBL.

The members of the AC are appointed by the Council upon proposal of the SSC. The total number of members must be an odd number, with a minimum number of five, from amongst which a Chairman and a Vice-Chairman shall be appointed by its members. The duration of the term of the members of the AC is two years, renewable once for a similar period of time. Nevertheless, one half of the members of the AC shall be replaced every year. The duration of the first term of one half the members of the AC is of one year only, renewable only once for a two-year term. At present the members of the AC are: Kenneth Ruud (Chair), Roberto Capuzzo Dolcetta, Peter Nielaba, Manuel Peitsch, Andreas Schaefer, Jean-Claude Andre and Hester Bijl.

The AC shall define the frequency of its meetings. Meetings of the AC shall be called by its Chairman. The Chairman of the AC is a member of the SSC, proposed by the SSC and appointed by the Council. The members of the BoD may attend the meetings of the AC, but will have no voting rights.

The AC is now established after its members were appointed by the Council upon proposal of the SSC and is actively participating in the peer review process in order to issue recommendations for allocation of the resources of PRACE AISBL.

### *3.4.2. Responsibilities*

The main role of the AC is to advise the Council, via the BoD, regarding allocation of resources to all users of the HPC RI. These responsibilities include advice on the scientific usage of the PRACE AISBL HPC resources, issuing recommendations on the allocation of access to the PRACE AISBL resources in accordance with the policy for allocation of resources defined by the Council and issuing recommendations to the BoD regarding the allocation of resources of PRACE AISBL to projects taking into account the scientific and technical evaluation carried out according to the peer review process approved by the Council.

### *3.4.3. Inter-relation with other governance bodies*

The main role of the AC is as an advisory body to the Council via the BoD for matters of allocation of the resources of PRACE AISBL. Due to its advisory role regarding the allocation of the resources of PRACE AISBL, the AC needs to liaise with most bodies of the organisation, especially with the Council, BoD and the SSC. The AC, similarly to the SSC, shall also interact with the User Forum and with other scientific and user organisations to collect information on new scientific developments and on users' expectations and needs regarding access to the HPC research infrastructure provided by PRACE AISBL.

The following scheme summarizes the inter-relations between the AC and the other governance bodies:

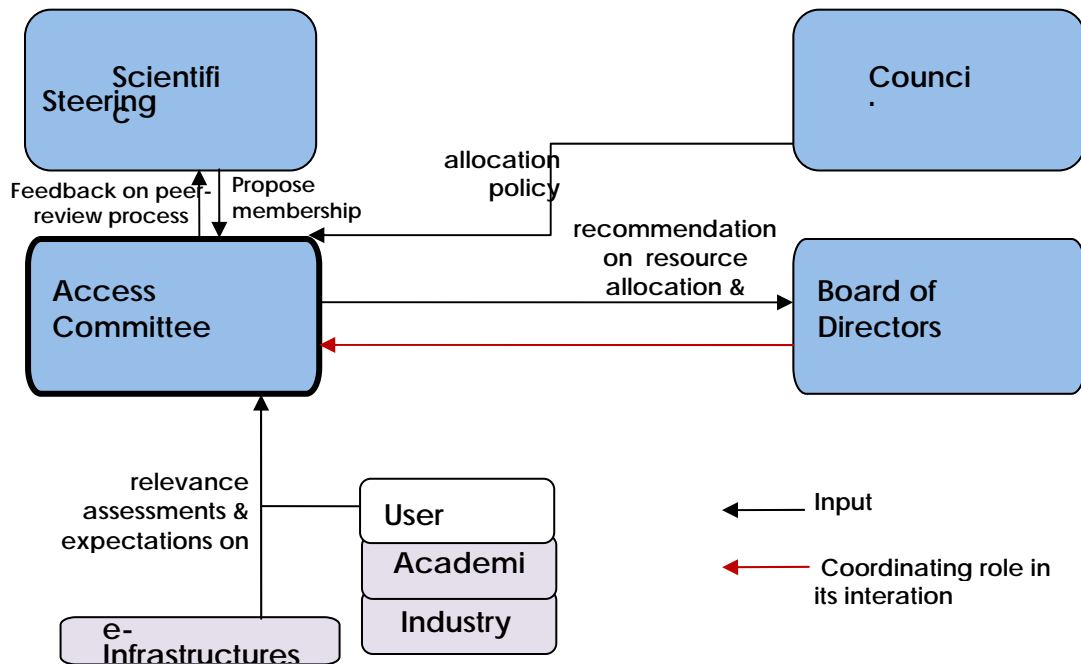


Figure 5 :The role of the Access Committee in the Governance structure of PRACE

### 3.5 Financial Advisory Committee

The Financial Advisory Committee (FAC) advises the Council on all issues related to financial contributions by the Members of PRACE AISBL and to the budget and expenditure of PRACE AISBL. The implementation of this body within the PRACE AISBL is subject to a Council decision. The PRACE Council may also decide to adapt the role and configuration of this body, according to its needs.

#### 3.5.1. Organisation and functioning

The FAC is composed of representatives from national administrations and possibly the European Commission and independent senior strategists. Representatives from the private sector may also be included. The FAC needs to be supported by an external team of experts on the law of the hosting site of PRACE AISBL. The composition and functioning of this support team may be organised by the BoD and may also assist on the legal needs of the BoD. The FAC shall have regular meetings at least twice a year.

The members of the FAC are appointed by the Council. The members of the Council and the BoD may attend the meetings of the FAC, but will have no voting rights.

#### 3.5.2. Responsibilities

The main role of the FAC is to advise the Council in all issues related to financial contributions by the Members of PRACE AISBL and to the budget and expenditure of PRACE AISBL. These responsibilities include advice and recommendations on the resource estimates plan, annual budget and accounts; advice on the award of contracts in accordance with the financial regulations; and advice and recommendations on purchasing and calls for tender.

### *3.5.3. Inter-relation with other governance bodies*

The main role of the FAC is as an advisory body to the Council and the BoD for all financial matters of PRACE AISBL. Due to its specific advisory role, the FAC needs mainly to liaise with the Council and the BoD.

## **3.6 Technical Steering Committee**

The Technical Steering Committee (TSC) advises the Council on all technical matters related to the PRACE AISBL. The implementation of this body within the PRACE AISBL is subject to a Council decision. The PRACE Council could also decide to adapt the role and configuration of this body, according to its needs.

### *3.6.1. Organisation and functioning*

The TSC is composed of representatives from the Hosting members who contribute resources for PRACE AISBL, at least one representative from the non-Hosting members and (at least two) high level experts from each technical area, i.e. supercomputer technology and architecture, applications and software development as well as authentication, authorisation and security matters. The TSC shall have regular meetings, at least twice a year.

The members of the TSC are appointed by the Council. The members of the Council and the BoD may attend the meetings of the TSC, but will have no voting rights.

### *3.6.2. Responsibilities*

The main role of the TSC is to advise the Council in all technical matters related to PRACE AISBL. In particular the TSC is responsible for advising the Council on the planning of all technical matters related to supercomputers and services, on high level technical options and risks, on high level objectives for procurement and acquisitions, and on the technical soundness of innovative directions.

The TSC shall advise the Council regarding the following issues:

- preparation of the Council technical decisions and in particular regarding planning related to supercomputers and services;
- technical objectives (performance, level, architecture) and on monitoring of the PRACE AISBL performance;
- long and medium term strategy of the evolution of the PRACE AISBL;
- technical suitability of innovative architectures and products.

### *3.6.3. Inter-relation with other governance bodies*

The main role of the TSC is as an advisory body to the Council and the BoD for all technical matters of PRACE AISBL. Due to its specific advisory role, the TSC needs to mainly liaise with the Council and the BoD, but it is also expected to liaise with STRATOS, the Operation Committee and the User Forum for producing advices based not only on technological grounds but also on the needs and perspectives of the users.

### 3.7 User Forum

The User Forum's main goal is to promote optimal use of the HPC resources made available to users by PRACE AISBL and provide an organized framework for discussion within the user community, and a direct link between the users and the management of PRACE AISBL. Some preliminary work has been done on the establishment of the User Forum and it is expected that the 1<sup>st</sup> User Forum will be held during the first semester of 2011. The organisation and establishment of the User Forum is part of the work done by WP4 "HPC Ecosystem relation" of the PRACE first Implementation Phase Project (PRACE-1IP) to be described in the PRACE-1IP deliverable D4.1 due for M12 of PRACE-1IP.

#### 3.7.1. Organisation and functioning

The User Forum is composed of representatives of the scientific user communities and industry.

The members of the User Forum are nominated by user communities and industry and may be appointed by the Council upon advice of the SSC and the BoD. The meetings of the User Forum shall be open to all present and potential future users of the PRACE AISBL as well as to all members of the organisation bodies of PRACE AISBL. The User Forum should meet at least once a year.

The User Forum shall provide the SSC with an annual report on the quality of the services of PRACE AISBL, including recommendations to optimise the use of the PRACE AISBL resources. The User Forum Chair may be invited to the SSC meetings if the agenda includes points focusing on usage of PRACE AISBL resources.

#### 3.7.2. Responsibilities

The main role of the User Forum is to issue recommendations to the BoD and the SSC on matters regarding usage of the PRACE AISBL resources. The main focus of the User Forum will be the performance of the services of PRACE AISBL towards the users and the suitability of the PRACE AISBL resources to the various scientific communities. The User Forum may also comment on the methodology used by PRACE AISBL for distributing its resources through the various scientific research fields and the industry. It is expected that the advice of the User Forum will be passed by the BoD and the SSC, through their proposals, to the Council.

#### 3.7.3. Inter-relation with other governance bodies

The main role of the User Forum is as an advisory body to the BoD and the SSC issuing recommendations on all matters of PRACE AISBL related to the users and as such the User Forum will mainly interact with these two organisational bodies of PRACE AISBL. The User Forum needs to have a coordinating function to clearly issue recommendations to PRACE AISBL regarding the needs and expectations of users of all scientific communities and of industry. On the other hand the User Forum will also monitor the vision of the users regarding the performance, usage and support of PRACE AISBL. The User Forum may also interact with STRATOS for gathering information on future architectures, new technologies and software developments.

### 3.8 Operation Committee

The Operation Committee (OC) will provide advice to the PRACE AISBL governing bodies and the BoD on operational issues associated with the operation of the distributed infrastructure and the technical and operational integration of the PRACE infrastructure into the European HPC ecosystem. The OC shall advise the PRACE AISBL on issues regarding the daily operation and the technical issues resulting from the operation of the resource infrastructure of PRACE AISBL. The implementation of this body within PRACE AISBL is subject to a Council decision. The PRACE Council could also decide to adapt the role and configuration of this body, according to its needs.

#### 3.8.1. Organisation and functioning

The OC is composed of representatives from the Hosting Members and non-Hosting Members of PRACE AISBL, and independent experts with specialised technical profiles that might be called to give advice on specific topics.

The members of the OC will be appointed by the Council. The members of the Council and the BoD may attend the meetings of the OC, but will have no voting rights. The OC should have regular meetings, at least twice a year.

#### 3.8.2. Responsibilities

The main role of the OC is to advise the BoD on operational issues related to the operation of the distributed infrastructure of PRACE AISBL. These responsibilities include identifying technical specifications of the infrastructure required so that researchers from all partner countries can access the machines in an appropriate manner; provide advice on how PRACE AISBL should collaborate with other European ecosystem projects; specify the minimum standards of operation required from Hosting Members; recommend a policy for the operation and monitoring of the PRACE AISBL RI.

#### 3.8.3. Inter-relation with other governance bodies

The main role of the OC is as an advisory body to the BoD for all operational matters of PRACE AISBL. Due to its specific advisory role, the OC needs mainly to liaise with the BoD, but could need also to collaborate with the User Forum. The recommendations of the OC may reach the Council via the BoD.

### 3.9 STRATOS

STRATOS is an independent group acting as a permanent research platform for fostering the development of HPC technologies in Europe.

#### 3.9.1. Organisation and functioning

STRATOS is composed of members of the PRACE projects and representatives from software and hardware developers and vendors. STRATOS is an independent group, i.e. it is not a permanent body of the PRACE AISBL governance, but can make its expertise available to PRACE AISBL upon request. This also means that the organisation and functioning of STRATOS is not coordinated by PRACE AISBL and is decided by STRATOS. Nevertheless

STRATOS is an important group for advising the PRACE AISBL on the present and future developments of hardware and software.

### *3.9.2. Responsibilities*

The responsibilities and goals of STRATOS are defined by STRATOS as an independent organization with the main goal of surveying the trends and developments of hardware and software. STRATOS maintains a close relationship with vendors and developers and has regular meetings for discussing and analyzing the evolution of hardware and software.

### *3.9.3. Inter-relation with other governance bodies*

STRATOS will have a very important role advising the Council (via the BoD), the TSC and the OC.



## 4 Working rules of PRACE AISBL governance bodies

The working rules of the PRACE AISBL governance bodies are defined and approved by the governance bodies, the only requirement being that these working rules are in line with the terms of reference defined by the governance bodies. In this section we describe the working rules for the governance bodies at present installed, i.e. the Council, Scientific Steering Committee and Access Committee. The Board of Directors, due to its interim character and to the fact that it is the governance body responsible for managing PRACE AISBL, has a set of working rules defined by its Directors. These working rules are always evolving in order to adapt to the present and future challenges of PRACE AISBL. The working rules for the governance bodies still to be established by PRACE AISBL may follow the working rules defined for the SSC and the AC with the necessary adaptations.

### 4.1 Working rules of the Council

The Working rules of the Council have been closely elaborated within task 2.2 with the Members of the Council. Further to an iterative process and an adaptation of the legal firm Bird&Bird to Belgian law, these Working Rules have been approved by the Council during its meeting on the 25th of January 2011, on the condition that Working Rules shall be extended to include, as article 2.6 “Vote from a delegate substitute during Council meeting is allowed. The delegate substitute must be appointed in writing”. The Council Working Rules are currently under finalisation for signature by the chairman of the Council.

The draft Working Rules are the following:

#### **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.

### **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 DD.MM.YYYY.

By delegation of the Council meeting of [DATE]

Name, first name:

Chairman of the Board of the Council

#### 4.2 Working rules of the Scientific Steering Committee

The SSC Working rules have been elaborated within task 2.2 in close collaboration with the Chairman of the SSC. This draft version need to be approved by the SSC and then signed by the Chairman of the SSC, to enter into force.

#### BACKGROUND:

- A. These working rules regulate the functioning of the Scientific Steering Committee as provided in article 24 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 Scientific Steering Committee's meeting of the Association of (DATE).

#### Art. 1

##### Notice of Meetings

- (1) As provided in Art. 24.1 of the Statutes, the Chairman of the Scientific Steering Committee shall call Scientific Steering Committee's meetings.

- (2) The meetings shall be called at least ten business days in advance by email. Nevertheless a meeting of the Scientific Steering Committee is validly called with shorter notice, providing a simple majority of the members of the Scientific Steering Committee agree 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 these working rules, “business days” refer to working days in Belgium and exclude Saturday, Sunday and legal holidays.
- (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 for the meeting as far as possible shall be sent together with the notice of the meeting (i.e. ten business days in advance) and no later than three business days before the meeting as specified in Art.2 (4).
- (4) The meetings of the Scientific Steering Committee 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 Scientific Steering Committee in the notice, even if outside Belgium, provided, in such case, it does not prejudice the right of any member of the Scientific Steering Committee to attend the Scientific Steering Committee.
- (5) The meetings of the Scientific Steering Committee may also take place through videoconferencing or teleconferencing systems and the Chairman of the Scientific Steering Committee will be responsible for ensuring the integrity of the communications. The meetings of the Scientific Steering Committee may also take place in writing. 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 in the circular letter.
- (6) The ordinary Scientific Steering Committee meetings shall be held at least once every six months. The Chairman of the Scientific Steering Committee shall be obliged to call an extraordinary Scientific Steering Committee meeting upon request and for legitimate reasons by a simple majority of the members of the Scientific Steering Committee.
- (7) Inasmuch as the Chairman of the Scientific Steering Committee does not fulfil his obligation to call a meeting, the Vice-Chairman and also each member of the Scientific Steering Committee shall be authorized to call a Scientific Steering Committee meeting.

## **Art. 2**

### **Chair, Procedure**

- (1) The preparation of the meetings is the responsibility of the Chairman of the Scientific Steering Committee, or of a member of the Scientific Steering Committee appointed by the Chairman of the Scientific Steering Committee.
- (2) In the event that the Chairman of the Scientific Steering Committee is unable to attend the meeting, the Vice-Chairman shall replace him/her. In the event that the Chairman of the Scientific Steering Committee and the Vice-Chairman are unable to attend the meeting, the Chairman shall be replaced by one of the members of the Scientific Steering Committee attending the meeting appointed by the members of the Scientific Steering Committee for such purpose.
- (3) The Chairman of the Scientific Steering Committee 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 Scientific Steering Committee in writing (including by email) at least three business days before the meeting may be discussed if approved by a simple majority of the members of the Scientific Steering Committee.
- (5) As a rule, the Scientific Steering Committee meetings are private. The presence of the members of the Board of Directors shall be permitted; however, they shall not have the right to vote. Members of the Scientific Steering Committee may suggest the invitation of guests to a Scientific Steering Committee meeting by informing the Chairman of the Scientific Steering Committee in writing (including by email) at least eight business days in advance of the presence of guests, including name and reasons for their presence. The Chairman shall inform the Scientific Steering Committee of any proposed guests at least five business days in advance of the meeting and the attendance of each guest shall be permitted provided it is agreed in advance of the meeting by a simple majority of the members of the Scientific Steering Committee. 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.

### **Art. 3**

#### **Resolutions**

- (1) The Scientific Steering Committee shall constitute a quorum if at least a majority of members of the Scientific Steering Committee are present.
- (2) Each member of the Scientific Steering Committee shall have one vote. Resolutions are passed, as a general rule, by simple majority of the votes of the members of the Scientific Steering Committee attending the meeting. A tied vote shall mean that a motion is rejected. Abstentions, blank or mutilated votes shall not be counted in the votes cast.
- (3) 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. In telephone and video conference meetings, the Chairman of the Scientific Steering Committee can ask each one of the members of the Scientific Steering Committee for their vote for each one of the decisions. A secret vote may be conducted upon request by any member of the Scientific Steering Committee entitled to vote. This request must be introduced at the latest at the beginning of a meeting. In the case of a tele/videoconference, secret votes should be communicated to the Chairman, eg by phone or email, before the end of the meeting.

### **Art. 4**

#### **Minutes of Meetings**

- (1) Minutes of the meetings of the Scientific Steering Committee shall be kept at the registered office of the Association. The Board of Directors of the Association will be responsible for preparing and writing the minutes of the meetings. These minutes shall be signed by the Chairman of the Scientific Steering Committee and by the member of the Board of Directors of the Association responsible for writing the minutes of the meeting. 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 Scientific Steering Committee no later than ten business days after the meeting. Amendments to the minutes can be sent up to ten business days before the next Scientific Steering Committee 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 Scientific Steering Committee.

### Art. 5

#### Entry into force of the working rules

These working rules shall enter into force on DD.MM.YYYY.

By delegation of the Scientific Steering Committee meeting of [DATE]

Name, first name:

Chairman of the Scientific Steering Committee

### 4.3 Working rules of the Access Committee

The AC Working rules have been elaborated in close collaboration with the Chairman of the AC. This draft version need to be approved by the AC and then signed by the Chairman of the AC, to enter into force.

#### BACKGROUND:

- A. These working rules regulate the functioning of the Access Committee as provided in article 25 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 Access Committee's meeting of the Association of (DATE).

### Art. 1

#### Notice of Meetings

- (1) The Chairman of the Access Committee shall call Access Committee's meetings.
- (2) The meetings shall be called at least ten business days in advance by email. Nevertheless a meeting of the Access Committee is validly called with shorter notice, providing a simple majority of the members of the Access Committee agree 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 these working rules, "business days" refer to working days in Belgium and exclude Saturday, Sunday and legal holidays.
- (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 for the meeting as far as possible shall be sent together with the notice of the meeting (i.e. ten business days in advance) and no later than three business days before the meeting as specified in Art.2 (4).
- (4) The meetings of the Access Committee 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 Access Committee in the notice, even if outside Belgium, provided, in such case, it does not prejudice the right of any member of the Access Committee to attend the meeting of the Access Committee.

- (5) The meetings of the Access Committee may also take place through videoconferencing or teleconferencing systems and the Chairman of the Access Committee will be responsible for ensuring the integrity of the communications. The meetings of the Access Committee may also take place in writing. 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 in the circular letter.
- (6) The Access Committee meetings shall be held whenever required to evaluate proposals for access to PRACE resources (and whenever the Chairman calls a meeting of the Access Committee). The Chairman of the Access Committee shall be obliged to call an extraordinary Access Committee meeting upon request and for legitimate reasons by the simple majority of the members of the Access Committee.
- (7) Inasmuch as the Chairman of the Access Committee does not fulfil her/his obligation to call a meeting, the Vice-Chairman and also each member of the Access Committee shall be authorized to call a Access Committee meeting.

## **Art. 2**

### **Chair, Procedure**

- (1) The preparation of the meetings is the responsibility of the Chairman of the Access Committee, or of a member of the Access Committee appointed by the Chairman of the Access Committee.
- (2) In the event that the Chairman of the Access Committee is unable to attend the meeting, the Vice-Chairman shall replace him/her. In the event that the Chairman of the Access Committee and the Vice-Chairman are unable to attend the meeting, the Chairman shall be replaced by one of the members of the Access Committee attending the meeting appointed by the members of the Access Committee for such purpose.
- (3) The Chairman of the Access Committee 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 Access Committee in writing (including by email) at least three business days before the meeting may be discussed if approved by a simple majority of the members of the Access Committee.
- (5) As a rule, the Access Committee meetings are private. The presence of the members of the Board of Directors shall be permitted; however, they shall not have the right to vote. Members of the Access Committee may suggest the invitation of guests to an Access Committee meeting by informing the Chairman of the Access Committee in writing (including by email) at least eight business days in advance of the presence of guests, including name and reasons for their presence. The Chairman shall inform the Access Committee of any proposed guests at least five business days in advance of the meeting and the attendance of each guest shall be permitted provided it is agreed in advance of the meeting by a simple majority of the members of the Access Committee. 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.

## **Art. 3**

### **Resolutions**

- (1) The Access Committee shall constitute a quorum if at least a majority of members of the Access Committee are present.



- (2) Each member of the Access Committee shall have one vote. Resolutions are passed, as a general rule, by simple majority of the votes of the members of the Access Committee attending the meeting. A tied vote shall mean that a motion is rejected. Abstentions, blank or mutilated votes shall not be counted in the votes cast.
- (3) 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. In telephone and video conference meetings, the Chairman of the Access Committee can ask each one of the members of the Access Committee for their vote for each one of the decisions. A secret vote may be conducted upon request by any member of the Access Committee entitled to vote. This request must be introduced at the latest at the beginning of a meeting. In the case of a tele/videoconference, secret votes should be communicated to the Chairman, eg by phone or email, before the end of the meeting.

**Art. 4****Minutes of Meetings**

- (1) Minutes of the meetings of the Access Committee shall be kept at the registered office of the Association. The Board of Directors of the Association will be responsible for preparing and writing the minutes of the meetings. These minutes shall be signed by the Chairman of the Access Committee and by the member of the Board of Directors of the Association responsible for writing the minutes of the meeting. 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 Access Committee no later than ten business days after the meeting. Amendments to the minutes can be sent up to ten business days before the next Access Committee 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 Access Committee.

**Art. 5****Entry into force of the working rules**

These working rules shall enter into force on DD.MM.YYYY.

By delegation of the Access Committee meeting of **[DATE]**

Name, first name:

Chairman of the Access Committee

## 5 Conclusion

This document describes:

- The terms of reference of the PRACE AISBL bodies showing the organisation, functioning and responsibilities of each Committee, and its inter-relations with other governance bodies;
- The Working Rules for the already established Committees: Council, Scientific Steering Committee and the Access Committee. The Working Rules describe the operational and practical rules implemented for each body.

Building a world-class European HPC service and infrastructure is a highly ambitious undertaking. It involves governments, funding agencies and national organisations capable of hosting and managing the leading edge supercomputers. Most importantly, it involves scientific and industrial user communities with leading edge applications. Since its creation on 23<sup>rd</sup> April 2010, the PRACE AISBL has started its core operation by providing computing resources to the European scientific communities through the effective achievement of two regular calls: the Early Access and the First regular call. In order to regulate such complex infrastructure, it has been necessary to describe an efficient, fair, and flexible governing structure.

This has been achieved through the implementation of the main statutory governance bodies: the Council, which is the PRACE decision-making body and the Board of Directors, which is the PRACE AISBL executive body. In the case of the BoD, an interim organisation composed of five Directors proposed by the PRACE AISBL members has been put in place, in the expectation of the recruitment of a full-time Director. Furthermore, in order to reinforce the credibility of the PRACE research infrastructure, the PRACE Council has considered the creation of the two other statutory committees: the “Scientific Steering Committee” (created at the end of 2010, chaired by Prof. R. Kenway) and the “Access Committee” (created in the beginning of 2011, chaired by Prof. K. Ruud) to be crucial. Furthermore, an action led by WP4 “HPC Ecosystem” is on-going, and working towards the creation of the first PRACE User Forum. This action will be further investigated and documented in deliverable D4.1 “PRACE User forum” due for M12.

Having fulfilled the first objective of establishing the main decision-making and executive bodies of the PRACE AISBL governance structure to pave the way for an efficient start of the PRACE AISBL services to the scientific users, a set of processes to create new committees could be decided by the PRACE AISBL Council, after a close examination of the needs of the PRACE AISBL.

**ANNEX A****INTERNAL REGULATION NR.3 of Partnership for Advanced Computing in Europe****ADMITTANCE OF ADHERING MEMBERS****BACKGROUND:**

- D. This internal regulation specifies in detail the criteria and process for the admittance of adhering members to the Partnership for Advanced Computing in Europe AISBL, as outlined in Article 6 of the Statutes.
- E. Words and expressions used in this regulation in capital letters have the same meaning as the definitions set out in article 1 of the statutes of the Association (“Statutes”); in case of contradiction between this Regulation and the Statutes, the Statutes shall prevail;
- F. This Regulation was approved during the Council’s meeting of the Association of January 25, 2011.

**Article 1**  
**(Eligibility for becoming Adhering Member)**

- 1. A candidate for a membership in the Association must meet the eligibility criteria, as outlined in Article 6.1 of the Statutes and detailed in the following paragraphs of this article.
- 2. It is a legal person, either public or private.
- 3. The country of its origin is not yet represented in the Association.
- 4. The country of its origin is a member of the European Union or an associated country as described in article 217 of the European Union Treaty<sup>2</sup>.

**Article 2**  
**(Criteria of the admittance as Adhering Member)**

- 1. According to Article 6.2 of the Statutes a candidate for a membership in the Association must be identified, appointed and supported as the entity in charge of the management and/or coordination of the provision of HPC services for its country of origin by a formal declaration of the government to that effect. In detail, the candidate shall provide the evidence for meeting the criteria as follows:
  - a. The government support shall be expressed by a letter issued from a ministry of said government, addressed to the Chair of the Council who will forward it to the Board of Directors for verification.
  - b. This letter shall explicitly state that the applicant is in charge of the management and/or coordination of the provision of HPC services and is appointed and supported to represent the country in the PRACE AISBL.

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<sup>2</sup>

Article 217 of the Treaty on the Functioning of the European Union ((ex Article 310 TEC): The Union may conclude with one or more third countries or international organisations agreements establishing an association involving reciprocal rights and obligations, common action and special procedure. (See: <http://eur-lex.europa.eu/LexUriServ/LexUriServ.do?uri=OJ:C:2010:083:0047:0200:EN:PDF>)

**Article 3**  
**(Admittance Procedure)**

1. The admittance of Adhering Members to the Association shall follow the process laid out in the remaining paragraphs of this article.
2. A legal person becomes a candidate through a letter to the Chair of the Council, signed by a duly authorised representative, in which it states its interest in adhering to the Association.
3. The Board of Directors verifies the eligibility of the legal person according to Article 1. For that purpose, it may request additional documentation from the candidate, such as evidence for legal personality or the authorisation of the representative signing the request for membership.
4. The Board of Directors informs the candidate about the result of the evaluation.
  - a. In case of a positive result, the candidate is provided with an adhering member application package, consisting of copies of the Statutes, the Agreement for the Initial Period (excluding confidential Annexes such as the Procurement Plan), the Internal Regulations of the Association, a description of the information to be provided by the candidate, a schedule and deadlines for the further steps and other information that it may find relevant, such as the amount of the membership fee.
  - b. A negative result shall be confirmed or revised by the Council. If the negative result is confirmed, the candidate will be notified by the Board of the Council about the rejection.
5. In case of a positive result, the candidate provides to the Chair of the Council
  - a. A letter with a formal request for membership.
  - b. A letter from the government according to Article 2.
  - c. A document explaining the management and/or coordination of HPC services in the country and its own role in this.
6. The Board of Directors examines the provided documentation for compliance with Article 2. For that purpose it may request further documentation from the candidate.
  - a. In case of a positive result, the candidate is invited to the next meeting of the Council.
  - b. In case of a negative result, the Council will discuss the application in its next meeting in the absence of the candidate and decide about further steps to be taken, including but not limited to requesting further documentation, rejecting the application or inviting the candidate to a Council meeting.
7. After a positive outcome of the previous step, the candidate will be invited to a Council meeting. In this meeting
  - a. The candidate presents its application.
  - b. The Council votes on the request for membership.
  - c. In case of unanimous approval, as requested in Article 14, paragraph 4, subparagraph a), the admission documents are signed.
8. In case of a refusal of the application, the candidate is notified in writing by the Board of the Council.

**Article 4**  
**(Verification of fulfilment of Eligibility and Criteria)**

1. The Council may request at any time with the majority as defined in Article 14 paragraph 3 of the statutes, a verification that a member fulfils the criteria set out in Article 1 and 2 of this regulation. The Board of Directors shall be responsible for such verifications and may for that purpose request updates of the related documentation as described in the Articles 1, 2 and 3.
2. If the Member does no longer meet said criteria, the Council may declare it as Defaulting Member.

**ANNEX B**

The full duties and responsibilities of the Council as described in the AISBL statutes [3] are described below.

**SECTION I****COUNCIL****Article 12****(General provisions)**

1. The Council is the deliberative body of the Association and it is composed of all the Members.
2. Subject to the articles contained in this Section I, and, in particular, in article 14, as well as in the applicable legal provisions, the Council may approve specific rules governing its functioning.
3. Each Member shall participate in the meetings of the Council and shall vote through only one delegate, duly authorized for such purpose through a letter addressed to the Chairman of the Board of the Council. If the delegate is elected Chairman, the respective Member shall send a new delegate. The Chairman does not have a vote. Each delegate may be accompanied by an adviser, on the terms that are to be defined in the working rules of the Council referred above.
4. Without prejudice to the rules set out in these statutes regarding the consideration of the contributions of Members, each Member shall be allowed one vote.

**Article 13****(Board of the Council)**

1. The Council is led by the respective Board, comprising of a Chairman, a Vice-Chairman and a Secretary. The Chairman, Vice-Chairman and Secretary are elected by the Council from among the delegates of the Members attending the Meeting and each serve terms of a maximum of two years. The Secretary may also be externally hired by the Association if so decided by the Council.
2. The Chairman of the Board is responsible for directing and conducting the Meeting, in accordance with the statutes, the working rules of the Council which may be approved and the applicable laws. The Secretary is responsible for assisting the Chairman during the course of the Meeting and for preparing the minute of the meeting.
3. In the event that the Chairman of the Board is unable to attend the Meeting, the Vice-Chairman shall replace him/her. In the event that the Chairman of the Board 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.

**Article 14****(Competence and functioning of the Council)**

1. In general terms, the Council is responsible for considering and deciding on all matters of interest to the Association, such as those listed below under paragraphs 3 to 7.
2. Without prejudice to applicable laws and to the following paragraphs of this article concerning the requirement of a qualified majority for the approval of certain matters, the Council may not pass a resolution without the presence of the majority of the Members. Such majority shall include the Members that contributed or have committed to contribute with the majority of the contributions to the Association as set forth in paragraphs 5 and 7 of article 9.

3. Except as set out in the following paragraphs, resolutions are passed, as a general rule, by an absolute majority of the votes of the Members attending the meeting, and such majority shall include the Members that have contributed or have committed to contribute with the majority of the contributions to the Association as set forth in paragraphs 5 and 7 of article 9. This general rule applies, for instance, to the passing of resolutions on the following matters:

- a) the analysis and approval of the management report and the annual accounts prepared by the Board of Directors;
- b) the expulsion of a Defaulting Member;
- c) the strategic scientific guidelines and the annual or multiannual scientific programme of the Association;
- d) the criteria based on which a specific programme of the Association shall be considered as an optional programme, as well as the terms and conditions according to which such optional programmes shall be implemented;
- e) the appointment and dismissal of the members of the other bodies of the Association, exception made to the members of the Board of Directors;
- f) the policy regarding the relationship to be established with the users of the industrial community who may gain access to the Infrastructure; and
- g) the creation and definition of working rules for the advisory bodies that may be created other than those specifically set out in these statutes.

4. Resolutions on the following matters are passed by the unanimous vote of the Members attending the meeting:

- a) the admission of Adhering Members, whether or not they shall later assume the role of Hosting Members;
- b) the minimum amount of the contributions in cash owed by each Member as set forth in paragraph 2 of Article 9;
- c) the assumption of guarantees, the subscription of collateral and the participation in other organizations, on the terms allowed by the applicable laws; and
- d) the amendment of these statutes, with exception of the winding up of the Association, in which case the statutes can be amended with the majorities established in paragraph 6 of article 14 of the statutes.

5. Resolutions on the matters below require a qualified majority of contributions correspondent to the percentage of the total contributions to reach a threshold set by the resulting value of the division of the number of Hosting Members by the number of Hosting Members plus one:

- a) the terms and conditions applicable to agreements that may be entered into between the Association and the users of the industrial community referred to in sub-paragraph g) of paragraph 3 above;
- b) the annual budget and the medium-term financial estimates, supplemented by a strategic plan which shall be in force for five years, intended to, among other matters, regulate the acquisition and exploitation of the main computers and services;
- c) the financial rules of the Association;
- d) matters regarding the contributions of Members – in addition to the matter set out in sub-paragraph b) of paragraph 4 above – and (possible) compensations to which they may be entitled, notably the total annual level of the contributions made by the Members, the evaluation of all contributions, the acceptance of projects involving or representing a

contribution to the Association and, also, the minimum level of the Contributions of the Hosting Members; for the avoidance of doubt, this does not include the fulfilment of the commitment concerning a Contribution of the Hosting Member, through making available the resources resulting from an HeC System for distribution by the Association.

- e) the approval of internal regulations containing necessary specifications for the regulation of these statutes, notably those regulations containing the working rules of the Council itself and the identification of criteria to evaluate the contributions of the Members, in particular the Contributions of the Hosting Members;
- f) the fulfilment of orders and the entering into agreements by the Association of a value higher than the value established for such purpose by the Council;
- g) the general annual or multiannual programme of the Association;
- h) the parameters and criteria according to which the *Peer-Review* Process should be carried out by the Access Committee and related complaints, including the terms and conditions according to which services shall be provided to industrial users within the scope of such *Peer-Review* Process or in accordance with paragraph 2 of article 3;
- i) the conditions under which the Association shall provide services to industrial users according to the above mentioned *Peer-Review* Process or in accordance with the terms of paragraph 2 of article 3;
- j) the preparation and adoption of the staff policy of the Association;
- k) the approval of the internal organizational plan of the Association;
- l) the transfer of obligations regarding contributions between Members of different countries;
- m) the adoption of a marketing policy and rules on intellectual property rights and the dissemination of information;
- n) the relationship to be established with organizations from countries that are not members of the European Community or international organizations;
- o) the relationship to be established with the industry supplying adequate HPC services;
- p) the policy regarding the allocation of the HeC resources among the Members and the countries of origin of the same, including the definition of the share for the projects approved through the *Peer-Review* Process;
- q) the measures that should be adopted to correct a possible imbalance in the terms defined in paragraph 3 of article 19 of the statutes;
- r) the entering into of agreements for the provision of services set out in article 4 above and the terms and conditions of these agreements;
- s) the entering into of eventual hosting agreements between the Association and the countries of origin of the Hosting Members, through which matters regarding taxes and the hiring of staff are regulated;
- t) the terms and conditions under which agreements may be entered into regarding the long term use of the resources made available by the Association, or collaborations with third countries or groups of countries regarding the Association and its Members, establishments or organizations;
- u) the appointment and dismissal of the members of the Board of Directors;
- v) the qualification, admission and dismissal of an entity as an Observer; and
- w) the delegation of powers regarding financial matters of the Association to the Board of Directors in accordance with paragraph 9 of this article.



6. Without prejudice to any applicable laws, the resolution on the winding up of the Association and any matters relating to its net assets require a qualified majority of contributions correspondent to the percentage resulting from the division of the number of Hosting Members by the number of Hosting Members plus one.
7. The resolutions on the appointment of the Chairman, the Vice-Chairman and the Secretary of the Board of the Council, as well as on the appointment of the Chairman and the Vice-Chairman of other advisory bodies that may be created by decision of the Council, are made by the absolute majority of the votes of the Members attending the meeting.
8. Without prejudice to paragraphs 3 to 7 of the present article, resolutions regarding the level of the Contribution of the Hosting Members (see sub-paragraph d) of paragraph 5 above) and the matters listed in sub-paragraphs p) to t) of paragraph 5 above are only deemed approved where the Hosting Members have voted in favour.
9. The Council may grant powers to the Board of Directors regarding some of the matters set out in the above paragraphs of this article, except those which are, by law, necessarily an exclusive power of the Council.
10. Except where a resolution is passed in accordance with paragraph 8 above, if a resolution is passed at a Council on matters which require any of the Members to assume financial responsibilities which they are unable to assume, such Member or Members shall have the right to, in that specific case, veto the resolution in question.
11. The veto right referred to in paragraph 10 of the present article must be duly justified and may only be exercised once for each resolution of the Council.
12. Once the veto right set out in paragraphs 10 and 11 of the present article has been exercised, and the Member or Members in question have been heard, the Council shall resolve to revoke or to confirm the resolution. Where the resolution is confirmed, the Member or Members may exercise their right to leave the Association with immediate effect.