

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



## WHEREAS:

- (1) These working rules regulate the functioning of the Board of Directors in addition to what is established in articles 17 to 21 of the Statutes of the Association (“**the Statutes**”).
- (2) According to article 17.1 of the Statutes, the Board of Directors is the executive body of the Association and is composed of a minimum of two members, elected at a meeting of the Council of the Association (“**the Council**”). Each director 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 Board of Directors from amongst its members.
- (3) As defined in article 17.3, the Chairman of the Board of Directors shall participate in the meetings of the Council, of the Scientific Steering Committee and of the Access Committee, in his capacity of adviser but without voting rights, unless, in the case of the meetings of the Council, such Council decides that the Chairman’s participation should not take place.
- (4) In accordance with article 18 of the Statutes, the Board of Directors is generally responsible for managing and representing the Association to third parties, both in and outside court. The Association is bound to third parties by the signature of two of the members of its Board of Directors or its attorneys, within the scope of their powers-of-attorney. Without prejudice to other powers attributed to it by law or by the Statutes, the Board of Directors is responsible for the tasks established notably in article 18 of the Statutes. In case new tasks are assigned to the Board of Directors, the execution of such tasks will also be subject to the present provisions.
- (5) In order to improve effectiveness of the daily management a delegation of powers was granted by the PRACE Council Decision num.2012-06-06 to the Managing Director in order to grant his/her the power of binding the Association by her sole signature with respect of the following list of limitative powers.
  - a) signing correspondence, making and signing offers and contracts; however, the Managing Director shall consult and inform the Council about correspondence with significant impact to the positioning of the Association;
  - b) making contracts relating to the rental of offices and movable assets (cars, copiers, etc) and the purchase of office furniture and equipment;

- c) making, signing, transferring or cancelling insurance policies and contracts for the supply of water, gas, power and other utilities, and paying the premiums and invoices for these;
- d) employing and discharging staff, specifying their duties, remuneration and the terms of their employment, promotion or dismissal, within the financial and headcount limits set by the Council;
- e) opening and operating bank and postal checking accounts, and renting safe deposit boxes in accordance with Council's decisions;
- f) demanding, collecting, and accepting all sums or valuables owed to the Association as principal, interest or attendant expenses, taking all necessary and lawful measures to recover any and all moneys, debts or property of the Association and granting discharges in the name of the Association;
- g) paying principal, interest and attendant expenses owed by the Association;
- h) agreeing settlements on behalf of the Association within the scope of the delegated powers;
- i) accepting deliveries and collecting materials from the post office, customs authorities, shipping agents and railroads of mail, cases, packages, parcels whether registered or taxed or not, and those containing declared valuables, giving receipts and releases for these items;
- j) representing the Association in its dealings with the post office, the postal checking account office, the tax and custom authorities, the Commercial and the Civil Courts and all other national, regional, provincial and municipal government agencies and posting bonds and guarantees with such agencies;
- k) drafting and signing any documents to implement the powers described above;
- l) delegating a part of the foregoing powers to a third party, under her responsibility, with a prior written approval of the Council;
- m) The powers mentioned under (a) to (l) here above are granted for an amount or a financial counterpart of maximum EUR 25,000 (VAT excl.) per transaction. Above this amount, the signature of another director is required.

## **Art.1**

### **General Provisions**

- (1) 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.

- (2) In case of contradiction between these working rules and the Statutes, the latter shall prevail.

## **Art. 2**

### **Notice of Meetings**

- (1) As provided in Art. 21.1 of the Statutes, the Chairman of the Board of Directors shall call Board of Directors meetings.
- (2) The meetings shall be called at least five business days in advance by email. Nevertheless a meeting of the Board of Directors is validly called with shorter notice, providing a simple majority of the members of the Board of Directors agree to waive the 5 business 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. The Chair of the Board of Directors shall set an illustrative quarterly calendar of meetings before the beginning of each quarter.
- (3) The notice shall set out the place, form, date 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 and no later than three business days before the meeting as specified in Art.2.4.
- (4) The meetings of the Board of Directors 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 Directors in the notice, even if outside Belgium, provided, in such case, it does not prejudice the right of any member of the Board of Directors to attend the Board of Directors.
- (5) The meetings of the Board of Directors may also take place through videoconferencing or teleconferencing systems and the Chairman of the Board of Directors will be responsible for ensuring the integrity of the communications. The meetings of the Board of Directors may also take place in writing.
- (6) Decisions taken by electronic means 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 approval of the minutes of the meeting. Decisions taken in writing are deemed to come into force on the effective date mentioned on the minutes.

- (7) Face to face meetings shall be held at least every three months. Videoconferencing or teleconferencing meetings shall be held at least every two weeks.
- (8) The Chairman of the Board of Directors shall be obliged to call an extraordinary Board of Directors meeting upon request and for legitimate reasons by a simple majority of the members of the Board of Directors. Such request must contain the information described in article 1.3 and a valid proof of the support gathered from the required majority of Directors.
- (9) Inasmuch as the Chairman of the Board of Directors does not fulfil his obligation to call a meeting, any member of the Board of Directors shall be authorized to call a Board of Directors meeting with the frequency established in the paragraph 7 hereinabove.

### **Art. 3**

#### **Chair, Procedure**

- (1) The preparation of the meetings is the responsibility of the Chairman of the Board of Directors, or of a member of the Board of Directors appointed by the Chairman of the Board of Directors.
- (2) In the event that the Chairman of the Board of Directors is unable to attend the meeting, the Managing Director shall replace him/her. In the event that the Chairman of the Board of Directors and the Managing Director are unable to attend the meeting, the Chairman shall be replaced by one of the members of the Board of Directors attending the meeting appointed by a simple majority of the members of the Board of Directors for such purpose.
- (3) The Chairman of the Board of Directors 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.3.3 and the order of voting.

- (4) Items that have not been communicated by the Chairman of the Board of Directors 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 Board of Directors.
- (5) As a rule, the Board of Directors meetings are private. The presence of the members of the Council shall be permitted; however, they shall not have the right to vote. Members of the Board of Directors may suggest the invitation of guests to a Board of Directors meeting by informing the Chairman of the Board of Directors in writing (including by email) at least six business days in advance of the presence of guests, including name and reasons for their presence. The Chairman shall inform the Board of Directors 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 three business days in advance of the meeting by a simple majority of the members of the Board of Directors. The guests shall be listed in a separate record of attendance filed together with the minutes of the meeting. Guests shall not be entitled to put forward motions or vote.
- (6) Participants in the meetings shall observe confidentiality of any confidential information that may be disclosed during such meeting and which is marked as such or that can be on reasonable grounds considered as such.

#### **Art. 4**

#### **Resolutions**

- (1) The Board of Directors shall constitute a quorum if at least a majority of members of the Board of Directors are present as requested in article 21.1 of the Statutes. The Directors will make their best effort to participate as often as possible in the meetings.
- (2) Each member of the Board of Directors shall have one vote. Resolutions are passed, unless otherwise required by law, by majority of the votes of the members of the Board of Directors attending the meeting, with the Chairman having a casting vote in addition to a deliberative vote. 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 Board of Directors can ask each one of the members of the Board

of Directors for their vote for each one of the decisions. A secret vote may be conducted upon request by any member of the Board of Directors 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, e.g. by phone or email, before the end of the meeting.

## **Art. 5**

### **Minutes of Meetings**

- (1) Minutes of the meetings of the Board of Directors 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 Board of Directors 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 Board of Directors no later than two business days after the meeting. Amendments to the minutes can be sent in the next two business days after the minutes are distributed.
- (3) The draft minutes of the meeting, as the case may be with the amendments suggested, if any, shall be approved via email 3 business days after the distribution of the minutes and not later than the subsequent meeting of the Board of Directors.
- (4) Agenda and minutes of meetings of the Board of Directors shall be available to all Council members.

## **Art. 6**

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

- (1) These working rules were approved during the Board of Directors meeting of the Association of (DATE), and later approved by Council on decision (DECISION) during the meeting of (DATE).
- (2) These working rules shall enter into force on DD.MM.YYYY, and shall be interpreted and amended in accordance with the Statutes and the Belgian laws.

By delegation of the Board of Directors meeting of [DATE]

Name, first name:

Chairman of the Board of Directors