



Staff Association of the European Union institutions, bodies, offices and agencies

Generation 2004

Annex II – Implementing rules

Implementing Rule 6:

Governance and functioning of the governing bodies

Article 1 (Scope)

Having regard to Article 43, Article 49 and Article 72(3) of the bylaws of Generation 2004, this Implementing rule is devoted to the governance and functioning of the governing bodies. It shall govern *inter alia* the following matters:

- (i) types of quorums and meaning of each type of majority relevant to the staff association governing bodies decision-making process,
- (ii) the frequency and organisation of its meetings; and
- (iii) the decisional procedures to be complied with by the governing bodies.

Section 1 – Governing bodies

Article 2 (Governing bodies)

1. Pursuant to Articles 33 and 44 of the bylaws, the Board and the General Assembly are respectively the executive and the primary deliberative, policymaking, and representative governing bodies of the association.

2. Board and General Assembly are both responsible to enforce at every moment the principles of collegiality, transparency, accountability, prudent management, and institutional independence.

Article 3

(Board internal principles of organisation, decisions, and meetings)

1. The internal organisation of the Board is based on the following principles:

- a. Professionalism and competence by familiarising themselves with the files being developed and discussed at any given time so that at Board meetings they may participate in the debates with an informed opinion. The seconded staff will make all necessary efforts to ensure that Board members are fully briefed on the issues they must decide on.
- b. Division of labour by assigning of specific resorts to each Board member.
- c. Business continuity by having, together with the main responsible for a file, a second Board member fully updated and involved in it ('back-up' board member).
- d. Delegated trust by taking decisions and assigning tasks, together with the directives deemed essential for carrying them out. The seconded staff and the Secretariat of Generation 2004, managed by the chair and assisted by the secretary general, then executes these tasks in autonomy, reporting subsequently to the Board.

2. The Board shall meet on a regular basis, by default every two weeks. A tentative meeting calendar stating the dates, start and end times and the venue(s) shall be proposed 6 months in advance by the chair and approved by the Board by simple majority. Once approved, the Secretary of the Board issues electronic invitations for all members of the Board.

3. Pursuant to Article 34(1) of the bylaws, the Board is responsible for taking all necessary management decisions to achieve the mission and the objectives of the staff association as well as deciding on the appointments listed in Article 34(3) and (5) of the bylaws.

4. A Board decision is any act or statement issued on behalf of the Board, which limits the Board's or the organisation's choice of further activities within its range of responsibilities.

5. The Board delegates decisional power to its chair for cases when immediate decisions are necessary (e.g. a decision to support or not support a resolution drafted by the staff representation during "intersyndicale" meetings). The chair reports to the Board on his/her decisions at the first following Board meeting or, alternatively, up to 30 calendar days counting from the date in which the delegated decisional power has been exercised.

6. Board members must send to the chair or the secretary of the Board proposals for agenda items until 72 hours¹ before a Board meeting, unless items are demonstrably linked to external conditions intervening within this delay in which case the chair may amend the agenda until 6 hours before the meeting.

7. Board management decisions and appointments are subject to their previous inclusion in the agenda of the meeting and its dissemination among the Board members at least 48 hours² before the meeting, or in exceptional and duly justified cases, until 12 hours before the meeting. The Board meeting in which a management decision or an appointment is included in the agenda shall be accompanied by supporting documents and/or an explanation (including links to documents where communication within Board members is done through team collaboration applications offering workspace chat and video conferencing, file storage, and integration of proprietary and third-party applications and services).

8. Agenda items for which supporting documents are missing or have been modified after the deadlines mentioned in the paragraph above determine its shift to the next Board meeting unless the management decision or appointment is urgent and cannot be postponed without serious negative impact to the management of the association. In the latter case, the item shall be automatically shifted to the end of the agenda.

9. The preparation of the Board meetings, including its management decisions and appointments, the communication within the Board and the document management related to the Board activities and decisions and archival policy as well as the Board meetings organisation (including timeline, calendar, invitations, agenda and supporting documents) and policy communication of adopted decisions to members and third-parties are subject to the approval by the Board, under proposal of the chair, of guidelines on corporate governance within 3 months counting from the entry into force of this implementing rule. The Board shall adopt these guidelines by simple majority.

Article 4 (Board minutes)

1. Pursuant to Article 39(1) of the bylaws, minutes are taken at every Board meeting.
2. The Secretary of the Board is responsible for the preparation of the minutes and its archiving.
3. The minutes shall be concise and clearly identifying and describing all decisions and agreed actions (i.e. what, who and when).

¹ Hours to be counted excluding weekends (Saturday 00:00 to Sunday 23:59) and business closing days (all sites with Board members).

² See footnote 1.

4. A draft shall be disseminated for comments by the Board members present in the meeting until 72 hours³ after the meeting, but in any case, 48 hours⁴ before the next Board meeting. To this end, the draft shall be uploaded into the relevant team collaboration application (see Article 3(7) above). Requests for change or inclusion of dissenting positions shall be sent to the Secretary of the Board no later than 6 hours⁵ before the next Board meeting.

5. Dissenting positions shall be drafted by the respective author and must be adapted in style and length to the minutes. Supporting and dissenting arguments can contain only points raised during the meeting and shall receive equal space, which the Board can decide to limit to 150 words each.

6. Minutes are tabled for approval as a compulsory point of the agenda of the next Board meeting. After its approval they are made available to any member within five calendar days following its adoption, upon request in writing to the secretariat of Generation 2004 as set out in Article 39(1) of the bylaws.

Article 5

(General Assembly meetings, minutes and decisions)

1. Pursuant to Article 45(1) of the bylaws, the General Assembly is formed by all members.

2. The General Assembly is conveyed as an ordinary or extraordinary assembly according to the principles laid down in Article 46(1) of the bylaws.

3. The ordinary and the extraordinary meetings shall be convoked respectively at least 14 and seven calendar days in advance, with a specific agenda and an established place, time and hour as set out in Article 47(1) of the bylaws.

4. Pursuant to Article 47(2) of the bylaws, the agenda shall clearly indicate the points and the time for which a vote is required. To this end, it shall also include a warning notice in which the attendees are informed that if the voting is taking place beyond the planned timeline of the approved agenda, the decision will be automatically taken by written procedure, for which full and honorary members holding voting rights and previously registered in the meeting will be exclusively called for voting. The convocation for the written procedure will be ensured by the secretariat of Generation 2004 within seven calendar days counting from the date of the meeting.

5. All scheduled decisions to be taken by the General Assembly shall be prepared by the Board by attaching the respective documents to the convocation sent to the members. Up to

³Idem.

⁴ See footnote 1.

⁵ Idem.

three calendar days prior to the General Assembly, members can propose changes and amendments, which must be submitted in writing and shall be made accessible by the Board without undue delay to all members.

6. The General Assembly has deliberative power in matters listed in Article 49(4) to 49(6) and in Article 50(1) and (2) of the bylaws.

7. The General Assembly is chaired by the chair of the Board; it elects itself a secretary, which is responsible for the minutes of the meeting. The minutes shall be, upon request to the secretariat of Generation 2004, made available to any member in seven calendar days following its adoption.

Section 2 – Common principles to governing bodies decision-making process

Article 6 (Common principles)

1. The voting procedures applicable to the decision-making process shall ensure that all voting including electronic voting⁶ or other safe methods, previously decided by the Board or by the interim Board or by the Electoral office, are conducted fairly, transparently, and efficiently, whether in-person or through written means. The preparation of a vote required by the bylaws will be based on a manual on features and functionalities of electronic voting and other alternative voting channels, which shall be approved by the Board by simple majority, under proposal of the chair, within 3 months counting from the entry into force of this implementing rule.

2. Once a decision is to be taken on behalf of a governing body of Generation 2004 it must be clearly announced to the deciding body (Article 3(6) and Article 4(5) above). The proposed wording of the decision together with related documents must be thoroughly prepared and disseminated.

3. For each pending decision the number of eligible votes, present votes, casted votes, and valid votes must be assessable at any time from the start of the procedure until the announcement of the result. In addition, eligible, present, and casted votes must be traceable to named members holding voting rights as defined in Articles 12(2) and 16(3) of the bylaws.

4. With regards “*in-person voting procedure*”, the following principles shall apply:

⁶ The Board may authorise a secure online platform for voting. Only eligible members can vote, and duplicate voting is not possible. The platform must ensure secure data storage, and transparency. Voting records will be stored for audit purposes and made accessible for review.

- a. any decision should be, to the extent possible, taken by consensus. Therefore, the standard procedure shall be to convoke a meeting of the constituency, present a proposal, discuss, and iterate until there are no objections. The chair shall announce the consensus or compromise reached out, which must also be recorded in the minutes. Where objections cannot be overcome within the time available for discussion a vote shall take place.
- b. all eligible voters must receive notification of the meeting including agenda and supporting documents in advance. The decision point(s) must be clearly identified on the agenda together with a schedule which must be adhered to within reasonable time limits (i.e. 15 minutes)⁷.
- c. after discussion of the point subject to formal decision the chair of the meeting checks the existence of a deliberative quorum. If there is no quorum, the decision is to be turned into a written voting procedure. If the quorum is reached the chair asks whether there are any objections to unanimous consent. In case of objection, the chair shall announce that a vote is taking place.
- d. votes will be cast by a show of hands unless a secret ballot call is requested by at least one-third of the members present holding voting rights or by an electronic vote. Voting is to be performed within a reasonable timeframe (5-30 minutes depending on constituency). The number of casted in-person votes must satisfy the quorum, otherwise the vote is repeated once, and if quorum is not reached, the vote must be cast through a written voting procedure.

5. With regards “*written voting procedures*”, the following principles shall apply:

- a. by way of exception decisions may be taken in a written voting procedure outside a meeting. These proceedings require, either the set-up of a previous meeting where the draft decision is presented and discussed, or exceptionally by announcing the draft decision to the members holding voting rights at least 3 calendar days in advance. In such case, it shall be provided the exact wording of the draft decision and background documents, if appropriate.
- b. deadline for voting: members holding voting rights have 14 calendar days from the date of the proposal's dispatch to submit their vote. Votes received after the deadline will not be counted. Exceptionally, and duly motivated by the chair, this period may be shortened.

⁷ See e.g. Article 47(2) of the bylaws.

6. Concerning “*voting transparency and record keeping*”, the following principles shall apply:

- a. votes are counted immediately by the chair with the help of the secretary general, or the secretariat of Generation 2004, or a designated member of the seconded team or other designated participants. The chair shall announce the result within the same meeting. Written (electronic) votes are counted under the supervision of the Board. A detailed record of all votes, showing numbers of votes casted for, against, abstentions, and invalids must be maintained and made accessible to all members. Only valid votes count towards the quorum.
- b. members holding voting rights must declare any conflict of interest prior the vote and abstain from voting on the matter.

Section 3 – Board decision-making process

Article 7 (Quorums and proxy)

1. A constitutive quorum for any Board meeting shall consist of at least 5 out of the 9 elected Board members. The valid votes are expressed either in presence, by proxy, or in writing. In a written vote, only valid cast votes count to the quorum.
2. Pursuant to Article 9 of Implementing rule 4: *Disciplinary procedure and guarantees*, which establishes a special procedure for Board members involved in a disciplinary procedure, the deliberative quorum for a valid decision imposing one of the disciplinary measures listed in Article 4(1) of the Implementing rule 4 is reached out with at least 5 members of the Board.
3. Pursuant to Article 42(2)b) of the bylaws, members of the Board unable to attend the Board meeting may delegate their vote to another Board member in writing which must mention the meeting concerned. The proxy must be communicated to the chair and to the secretary of the Board prior to the meeting. The delegated voter must present the written authorisation at the time of the vote. Proxy vote and own vote may diverge. Delegated votes count towards the quorum.

Article 8
(Voting procedure and type of majority)

1. If the discussion within the Board shows that a consensus/compromise is unlikely to be achieved within a reasonable timeframe and after all Board members present at the concerned meeting had the possibility to intervene, the chair, or at the request of at least five Board members, calls for a vote.
2. Each Board member has one vote, which can be cast in the form of 'yes/agree', 'no/oppose', or 'abstention'. Any other wording or any condition attached to the vote renders the vote non-valid. Votes cannot be split. Abstention does not prevent a decision to be taken by the Board.
3. A written vote can only be called for by the chair or the vice-chair replacing the chair and only after the decision text with all supporting documents has been procured in final form and a discussion has taken place. A written vote can only be called for if the matter has to be decided prior to the next regular Board meeting (Article 6(5)b. above) or at the request of at least five Board members.
4. Voting should take place without delay and must be performed in such a way that it is recognizable by all other participating members of the Board. For a written vote, this implies that the email calling for a vote must be sent to all Board members and included the phrase '*call for vote*' in the subject header.
5. In case of a written vote, at least 72h, not including holidays, non-working days or parts thereof, must be allowed for discussion and for casting the votes (Article 6(5)b. above). After the announced deadline the person calling for the vote can declare the vote closed or extend the deadline. A written vote not closed by the time of the next Board meeting appears automatically on its agenda as item 3.
6. The chair counts the votes and announces the result without delay by stating number of votes cast in yes/no/abstention.
7. Individual voting is recorded, unless the chair, after hearing the Board, approves a secret vote. Dissenting minorities can request that their positions be recorded in the minutes (Article 47(2)b) *in fine* of the bylaws).
8. Pursuant to Article 42(2)a), when necessary to vote, the Board decides by simple majority. Exceptionally, the Board decides by qualified majority of two-thirds in the following cases: Article 2(4), Article 9(5), Article 34(5) and Article 52(2) of the bylaws.
9. The 'simple majority' is defined as more than 50% of the valid votes are 'for'.

10. The 'qualified majority' of two-thirds ('two-thirds majority') means two-thirds or more of the votes cast. This voting basis is equivalent to the number of votes in favour being at least twice the number of votes against. Abstentions and absences are excluded in calculating a two-thirds vote. In other words, the two-thirds majority is reached when at least 66,67% of the total valid votes casted are 'for'.

11. A valid vote cast means a vote from a Generation 2004 member holding voting rights (including proxies) according to Articles 12(2) and 16(3) of the bylaws and present at the meeting in the moment the voting is taking place or lawfully participating in a written vote procedure. Non-valid votes, blank votes and abstentions are excluded from counting simple and qualified majorities.

12. The results of any vote (approval, disapproval, non-valid votes, blank votes, abstentions, total votes cast) is recorded in the minutes of the meeting at which the vote was carried out or – for written procedures – in the minutes of the meeting following the closure of the vote.

13. The rules applicable to time limits follows the definition set out in Article 2(11) of Implementing rule 4: *Disciplinary procedure and guarantees*.

Section 4 – General Assembly decision-making process

Article 9 (Quorums and proxy)

1. Pursuant to Article 48(1) of the bylaws, the constitutive quorum is reached with 100 members holding voting rights. To this end, both members participating in the meeting and members represented by proxy are counted.

2. Pursuant to Article 48(2) of the bylaws, whenever the quorum is not reached at the first meeting, the chair can convene a second meeting within the same day, keeping the same agenda and meeting place, where no constitutive quorum rule is applicable.

3. Pursuant to Article 47(3) of the bylaws, eligible voters unable to attend the meeting may delegate their vote to another eligible voter in writing which must mention the meeting concerned. The proxy representation of members is limited to a maximum of five proxies per representing member.

4. The proxy (proxies) shall be communicated to the chair of the General Assembly or to the secretariat of Generation 2004 at least three calendar days prior to the date of the General Assembly meeting.

5. The proxies shall be previously checked and confirmed by the secretariat of Generation 2004, or by the secretary general or by one of the members of the seconded team designated to carried out such task.
6. The delegated voter must present the written authorisation at the time of the vote. Proxy vote and own vote may diverge. Delegated votes count towards the deliberative quorum.
7. The deliberative quorum is reached according to the rules set out in Article 10 below.

Article 10
(Voting procedure and type of majority)

1. Pursuant to Article 49(1) of the bylaws, the General Assembly shall by default adopt decisions by consensus. With the necessary adaptations Article 8(1) to (4) and (6) above applies. Remotely participation and voting are permitted.
2. Pursuant to Article 49(1) of the bylaws, when necessary to vote or whenever required by the bylaws or by any implementing rule into force, the General Assembly adopts decisions by simple majority, or by qualified majority of two-thirds ('two-thirds majority') or by qualified majority of three-quarters ('three-quarters majority' or 'supermajority').
3. Definitions set out in Article 8 (9) to (11) above applies *mutatis mutandis*.
4. The 'three-quarters majority' or 'supermajority' is defined as more than 75% of the valid votes casted are 'for'.
5. The results of any vote (approval, disapproval, non-valid votes, blank votes, abstentions, total votes cast) is recorded in the minutes of the meeting at which the vote was carried out or – for written procedures – in the minutes of the meeting following the closure of the vote.
6. The rules applicable to time limits follows the definition set out in Article 2(11) of Implementing rule 4: *Disciplinary procedure and guarantees*.

Article 11
(Entry into force)

The content of this implementing rule was initially adopted by the General Assembly as Implementing rule 7 on 26.06.2018. Pursuant to Article 49(4)(n) and Article 72(3) of the bylaws this implementing rule is amended and re-numbered as Implementing rule 6. It was adopted by the General Assembly on 08.10.2024 and enters into force the following day.