



## Annex 3 to Interim Coupling ROA: Rules of Internal Order (RIO)

### **Annex 3 to the ROA: Rules of Internal Order (RIO)**

#### **I. General**

These Rules of Internal Order (the “RIO”) set forth the decision-making process rules of the SG, the HLM, the OPSCOM and the Incident Committee as referred to in Article 9 of the Agreement.

All capitalised terms not expressly defined herein shall have the meanings attributed to them in the definition list of this Agreement.

#### **II. RIO for DE-AT-PL-4M MC NTC based Market Coupling SG**

##### **1. Composition of the DE-AT-PL-4M MC NTC based Market Coupling SG**

###### **1.1. Representatives**

Each Party is entitled to nominate one or several representatives to the DE-AT-PL-4M MC NTC based Market Coupling SG (SG), but will, regardless of the number of the nominated representatives, always have one (1) vote. The representative(s) of each Party in the SG is/are designated in writing. The list of such representatives, including their contact details, is held by the chair. A Party may change its nominated representative(s) in the SG by providing the new contact details to the chair.

Only representatives of the members of the SG are entitled to vote in the SG in accordance with Article 9 of the Agreement, it being understood that all representatives are entitled to participate in the discussions.

Each Party is, with respect to each meeting of the SG, duly represented either:

- by the nominated representative(s) (as designated by it in the conditions described above); or
- if a nominated representative cannot attend a meeting of the SG, by any other person duly mandated and empowered to take decisions binding upon its company on all items of the agenda for the meeting of the SG.

If a Party is unable to attend an SG meeting either by its nominated representative or by any other mandated person of this Party, such Party may mandate the SG representative of another Party to represent it.



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In case of replacement, the concerned Party informs the chair in writing before the SG meeting that it cannot attend, with an indication of the name of the person representing the Party on its behalf. In case of replacement by another Party, the concerned Party provides the chair with the power of attorney given to the other Party.

One representative may represent more than one Party, provided it is duly mandated to do so.

### **1.2. Chair**

The meetings of the SG shall be chaired by one (1) representative from the NEMOs or from the TSOs. The chair ship of the meetings of the SG shall, unless otherwise agreed amongst the Parties respectively, be on a voluntary basis.

In case the chair is a representative of the member of the SG the chair has voting rights in accordance with Article II.1.1. of this RIO, meaning that one Party has only one (1) vote.

The chair will perform amongst others the following tasks:

- Drafting the agenda, preparing session files and notices of the SG meetings and distributing them;
- Preparing the attendance list of the SG meetings;
- Verifying before each SG meeting that the representatives attending the SG meetings have been either listed on the list of nominated representatives or have been notified as a replacement. In the event of representation by another Party, the chair collects the power of attorney given by the Party not attending;
- Preparing the minutes of the SG meeting;
- Ensuring the drafting and circulation of the minutes of the SG meeting; and
- Keep a record in a common (online) storage place of the minutes and supporting documents of the SG meeting or coordinate with the person responsible for record keeping in accordance with Article 20.1.1. of the Agreement.

The costs related to the role of the chair are considered as a cost of each Party performing the role.

### **2. SG meetings**

The SG shall, unless otherwise agreed, meet on an ad hoc basis shall there be a need for such meeting. The chair may decide when to convene an SG meeting.



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Any Party may at any time request an SG meeting by addressing a written request to the chair. The request shall include the matters to be put on the agenda, and the reason why an SG meeting is required. The chair shall organize the SG meeting following a request of any Party.

The notices for an SG meeting are notified by the SG chair in writing to the members of the SG at least twenty (20) Working Days before such SG meeting. The notices contain the date, place and time of the SG meeting.

The draft agenda is sent at least fourteen (14 Working Days before the SG meeting. A Party may propose to add issues on the agenda of a SG meeting, and these proposals are taken into account provided they have been received by the chair at the latest ten (10) Working Days before such SG meeting.

The final agenda and any supporting documentation to the points on the agenda is sent at least five (5) Working Days before the SG meeting.

Urgent matters may be added to the agenda of the SG meeting, if agreed by all members of the SG during that SG meeting.

A member of the SG who attends the SG meeting or is represented in it is considered as having received due notice.

Unless decided otherwise by the SG, the chair shall be in charge of the practical organisation of the SG meetings.

The meeting costs (hosting, organisation, etc.) are considered as the cost of a Party conveying such meeting. The travel costs of each Party's representative are borne by the Party(ies) he/she is representing.

The SG may meet either physically or by remote meeting devices (such as e.g. conference call, video call, a written procedure, etc.) and the SG chair organising the SG meeting shall foresee the technical equipment that would allow remote access.

### **3. Decision-making rules within the SG**

#### **3.1. Quorum and decision making**

The SG shall be quorate when at least  $\frac{3}{4}$  of all NEMOs and  $\frac{3}{4}$  of all TSOs that are members of the SG are represented according to the principles set forth in Article II.1.1 of these RIO. Should such quorum not be met at any given SG meeting, the deliberation and decision-making process on the points which were on the agenda of such SG meeting shall be made



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either in another ad hoc SG meeting to be convened shortly thereafter (the same quorum being applicable), or via a unanimous written consent of all its members of the SG, to be sent by e-mail.

Article 9.3. of the Agreement applies for voting.

#### **3.2. Unexpected items**

The SG may only decide on the topics of the agenda circulated by the SG chair in accordance with these RIO, except in the event of urgent decisions, in which case the procedure and terms for urgent decisions set forth in the last paragraph of this Article II.3.2 applies.

Unexpected issues may be decided at the SG meeting during which the unexpected issue(s) arose or at another SG meeting or via another approval process as agreed upon.

However, in case urgent decisions are concerned, decisions on unexpected issue(s) can also be taken at an ad hoc SG conference call which takes place at the latest ten (10) Working Days following the SG meeting during which the unexpected issue(s) arose. For clarity reasons, such an ad-hoc SG conference call is subject to the general rules on quorum and decision making. By the time of this ad-hoc SG conference call, the members of the SG must have sought the necessary power and authority to decide on the unexpected issue(s).

#### **3.3. Objection**

In case member of the SG, due to justifiable exceptional circumstances, cannot be present or represented at an SG meeting, then decision(s) can, however, be taken by the other SG members attending if the quorum is reached, subject to the possibility, for the member of the SG who is unable to be present, to object to such decision(s) in writing to the chair within five (5) Working Days ( and two (2) in case of urgent decisions) after the distribution of the draft minutes in accordance with these RIO. Such objection shall be duly justified and explained in writing. Absent such written objection, the decision(s) is/are deemed final and binding.

In case a member of the SG objects to such decision(s), the objected decision(s) is/are put on the agenda of the next SG meeting. In case of urgent decision the SG meeting shall take place ten (10) Working Days at the latest following the objection of the urgent decision(s)). The member of the SG who objected the decision(s) shall attend this next SG meeting. In its absence, the decision(s) is/are deemed final and binding as of the closing of that SG meeting.



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### 4. Recording of SG decisions

The decision(s) of the SG are recorded by the chair in written minutes.

The draft minutes (including decisions) are circulated by the SG chair to the members of the SG, within a maximum of three (3) Working Days of the meeting concerned.

Members of the SG may comment on the draft minutes within ten (10) Working Days after sending of the decisions in accordance with these RIO (it being understood that the decisions themselves cannot be challenged and are binding as of the meeting during which they are taken, except in the case specified in Article II.3.3). Unless agreed otherwise at the SG meeting, the comments on the draft minutes received are discussed at the next available SG meeting and the minutes are approved at the next SG meeting.

The final minutes shall be circulated by the chair to all Parties in two (2) Working Days of their approval.

The final minutes shall be stored in the common (online) storage place as set forth in Article 20.1.1 of the Agreement.

### III. RIO for HLM

The rules of internal order for the SG under Article II apply *mutatis mutandis* for the HLM.

### IV. RIO for OPSCOM

#### 1. General delegation by the SG

The SG delegates the following powers to the DE-AT-PL-4M MC NTC based Market Coupling OPSCOM (OPSCOM):

- Elaboration of pieces of advice and recommendations to the SG on the design and operation of the DE-AT-PL-4M MC NTC based Market Coupling;
- Performance of all acts in relation to the monitoring of the daily operations of the DE-AT-PL-4M MC NTC based Market Coupling and the insurance of the well-functioning and continuity of it;
- Performance of the tasks appointed to it in the Change Control Procedure (cf. procedure INT\_OTH\_04: Change Control Procedure);
- Organization and coordination of testing activities; and
- Recommendation of operational improvements based on experience.

In addition, it performs any specific task delegated expressly to it by the SG.

#### 2. OPSCOM composition and functioning



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Each Party designates in writing one voting representative at the OPSCOM and ensures that this voting representative has all the necessary powers and authority to take decisions binding upon its company for the items for which the OPSCOM is competent. Each Party has the right to give a power of attorney to another Party to represent it at such OPSCOM. In the OPSCOM there shall be a Convenor chosen on a voluntary basis.

The list of the voting representatives is held by the Convenor of the OPSCOM. A Party may change its representatives or appoint any other person in his/her place as an alternate in the OPSCOM, provided that all changes are notified to the Convenor in due time and, in any case, at least one (1) Working Day before the first attendance of the new representative to the OPSCOM.

The OPSCOM may meet either physically or by distant meeting devices (such as e.g. conference call, video call, a written procedure, etc.) on an ad ad-hoc basis shall there be the need for such meeting. Any cancellation of a meeting is made by unanimous consent in writing with a minimum of five (5) Working Days prior notice. Any member of the OPSCOM may request an extraordinary meeting.

The Convenor will prepare and circulate an agenda for each OPSCOM meeting. The agenda will contain at least the Incident Committee Report. Furthermore, it may include the organization of testing activities or the actions related to the Change Control Procedure (INT\_OTH\_04: Change Control Procedure).

Each Party commits to be present or represented at the OPSCOM meeting. The OPSCOM shall be quorate when at least  $\frac{3}{4}$  of all NEMOs and  $\frac{3}{4}$  of all TSOs that are members of the OPSCOM are represented. .

Decision making is unanimous. In case of disagreement, the issue is escalated to the SG.

Article II 3.3 applies mutatis mutandis to objections to the OPSCOM decisions. The decisions of the OPSCOM are recorded in minutes which are circulated to the members of the OPSCOM as soon as possible and in any event within two (2) Working Days after the meeting. Final approval of the minutes, by consensus, is sought at the next meeting.

The OPSCOM reports regularly on its activities to the SG.

The OPSCOM is entitled to establish working groups to consider particular issues within its competencies.

### **3. Tasks of the OPSCOM under the Change Control Procedure**

The OPSCOM performs the specific tasks appointed to it as indicated in the Change Control Procedure (cf. procedure INT\_OTH\_04: Change Control Procedure).