

## **RULES OF PROCEDURE**

**European Network of Network Operators for Hydrogen**

**ENNOH**

## Content

CHAPTER 1 – GOVERNANCE.....	4
TITLE I – Scope of Rules of Procedure .....	4
Article 1. – Introduction and Definitions.....	4
TITLE II – Membership .....	4
Article 2. – Application for Membership.....	4
Article 3. – Resignation of Members .....	4
Article 4. – Exclusion of Members .....	5
TITLE III – General Assembly .....	5
Article 5. – Appointment of a Member's Representatives – Proxy.....	5
Article 6. – Attendee of an Associated Partner .....	5
Article 7. – Attendee of an Observer .....	5
Article 8. – Additional Attendee of a Member to the General Assembly meetings .....	5
Article 9. – Agenda of the General Assembly – Supporting documents .....	5
Article 10. – Notification of Attendance .....	6
Article 11. – Minutes and Resolutions.....	6
Article 12. – General Assembly meetings – Number of meetings of Assembly.....	6
Article 13. – Grid Significance Factor .....	7
TITLE IV – Board .....	7
Article 14. – Meetings of the Board .....	7
TITLE V – Review Committee .....	8
Article 15. – Appointment of a Member's Representatives – Proxy.....	8
TITLE VI – Elections and Resignations.....	8
Article 16. – Nominations and Election Procedure for the Board.....	8
Article 17. – Election of Board members.....	9
Article 18. – Designation of the Director.....	11
Article 19. – Designation of the Heads of Department and Heads of Unit.....	11
Article 20. – Designation of the Team Leaders and other members of the Secretariat.....	11
Article 21. – Resignation of Board members.....	12
Article 22. – Vacancy before end of term of Board members .....	12
TITLE VII – Working Groups .....	12
Article 23. – Working Groups .....	12
Article 24. – Composition of the Working Groups .....	13
TITLE VIII – Regional cooperation and cooperation with third countries .....	13
Article 25. – Regional cooperation .....	13
Article 26.- Cooperation with Third Countries .....	13
TITLE IX – Internal and External communication and language .....	14
Article 27. – Availability of decisions of bodies of the Association.....	14

Article 28. – External communication of the Association .....	14
Article 29. – Language.....	14
TITLE X – Finance.....	14
Article 30. – Financing Budget .....	14
CHAPTER 2 – DEVELOPMENT PROCESSES AND CONSULTATIONS .....	15
Article 31. – Consultations, stakeholder interactions .....	15
Article 32. – Annual Work Programme .....	15
Article 33. – Code development .....	16
Article 34. – Union-wide Ten-Year Network Development Plan for Hydrogen .....	17
Article 35. – Other key deliverables.....	17
CHAPTER 3 – MISCELLANEOUS PROVISIONS.....	18
Article 36. – Confidentiality .....	18
Article 37. – Written forms for communication .....	18
Article 38. – Calculation of time periods .....	18

## **CHAPTER 1 – GOVERNANCE**

### **TITLE I – Scope of Rules of Procedure**

#### **Article 1. – Introduction and Definitions**

1. The Rules of Procedure approved by the General Assembly in accordance with Article 50 of the Articles of Association of ENNOH, define practical and technical matters and procedures governing the operations of the Association.
2. Once approved by the General Assembly, the Rules of Procedure shall take effect and each Member, Associated Partner and Observer shall be responsible for the compliance with these Rules of Procedure
3. Should there be a discrepancy or inconsistency regarding the interpretation between the Articles of Association and the Rules of Procedure, the Articles of Association shall prevail.
4. Unless otherwise specified, words and expressions used herein shall have the same meanings as defined in the Articles of Association.

### **TITLE II – Membership**

#### **Article 2. – Application for Membership**

1. Any application for admission as a Member of the Association shall be submitted in writing, either by post or by e-mail, to the President of the Board, with a copy to the Secretary to the Board. The application shall include the relevant documentation to prove the fulfilment of the membership criteria set forth in the Regulation and Article 7 of the Articles of Association.
2. The Secretary to the Board shall inform the Board of the application and provide an analysis of the supporting documentation attached. The Board shall assess the application and report the application and the assessment to the General Assembly, which shall decide on such application.
3. According to the Regulation, the HTNOs shall be eligible to become Members of the ENNOH from the start of the certification procedure conducted by the regulatory authority, subject to:
  - a. subsequent positive certification in accordance with Article 14 of this Regulation and Article 71 of the Directive conducted within 24 months of becoming a member of the ENNOH; and
  - b. at least developing hydrogen infrastructure projects with a final investment decision within four years of becoming a member of the ENNOH.

If the final certification decision referred to in the second subparagraph, point (a), has not been taken within 24 months of becoming a member of the ENNOH or if the final investment decision referred to in the second subparagraph, point (b), has not been taken within four years of becoming a member of the ENNOH, the ENNOH membership of the hydrogen transmission network operator shall expire.

4. The provisions of paragraphs 1 and 2 shall apply accordingly to the Associated Partners and the participation of Observers.

#### **Article 3. – Resignation of Members**

1. The resignation of a Member shall be submitted by an official letter, sent by post or by e-mail, to the President of the Board, and to the Secretary to the Board.
2. The Secretary to the Board shall inform the Board of the resignation and, if applicable, of the supporting documentation. Based on the analysis of the Secretary, the Board shall consider the consequences of the resignation concerned and prepare a report to inform the General Assembly.
3. The General Assembly shall take note of the resignation and shall decide on any practical arrangements regarding the process and the consequences of the resignation.

4. The provisions of paragraph 1, 2 and 3 shall apply accordingly to Associated Partners and Observers.

#### **Article 4. – Exclusion of Members**

1. The Board may, in accordance with the provisions of Article 10 of the Articles of Association, propose the exclusion of a Member and prepare a report for the General Assembly, which shall decide on the exclusion.
2. The General Assembly may, at its discretion, issue a written warning to the Member instead.
3. The provisions of paragraph 1 and 2 shall apply accordingly to Associated Partners and Observers.

### **TITLE III – General Assembly**

#### **Article 5. – Appointment of a Member's Representatives – Proxy**

1. In accordance with the provisions of Article 6 of the Articles of Association, each Member shall appoint one Representative and, if deemed useful by the Member concerned, Substitute Representatives to the General Assembly. Each Member shall inform the Secretary to the General Assembly in writing of the designation of such Representative and Substitute Representative(s) to act in the name and on behalf of the Member.
2. If a Representative or Substitute Representative is unable to attend, the Member concerned may be represented by a proxy holder in accordance with Article 22 of the Articles of Association. The proxy shall be submitted to the Secretary to the General Assembly before the General Assembly meeting and mentioned in the attendance list of that meeting.

#### **Article 6. – Attendee of an Associated Partner**

In accordance with the provisions of Article 11 of the Articles of Association, each Associated Partner shall inform the Secretary to the General Assembly in writing of the designation of the person(s) authorised to attend the General Assembly meetings in the name and on behalf of the respective Associated Partner.

#### **Article 7. – Attendee of an Observer**

In accordance with the provisions of Article 14 of the Articles of Association, each Observer shall inform the Secretary to the General Assembly in writing of the designation of the person(s) authorised to attend the General Assembly meetings in the name and on behalf of the respective Observer.

#### **Article 8. – Additional Attendee of a Member to the General Assembly meetings**

1. Each Member may send one additional Employee to attend the General Assembly meetings without being a Representative of that Member ("Additional Attendee").
2. The fact that an Additional Attendee will attend a General Assembly meeting shall be communicated by the Member in writing to the Secretary to the General Assembly before the meeting of the General Assembly.

#### **Article 9. – Agenda of the General Assembly – Supporting documents**

1. The first item on the agenda shall be the notification by the Chairperson of the verification of the quorum.

2. The second item on the agenda shall be the approval of the agenda itself. The agenda shall contain an item referred to as “any other business” or “miscellaneous” to cover additional points for discussion.
3. The agenda shall indicate those items which are submitted for information and those which are submitted for decision. Written proposals for resolutions shall be included for those items submitted for decision.
4. Where deemed appropriate by the Board, an item of the agenda shall have supporting documents attached. Those documents shall be made available to each Member, Associated Partner and Observer in writing at least fifteen or, in case of a reduced notice period, eight calendar days before the meeting.

#### **Article 10. – Notification of Attendance**

Members, Associated Partners and Observers are expected to inform the Secretary to the General Assembly of their attendance.

#### **Article 11. – Minutes and Resolutions**

1. Any resolution adopted at a General Assembly meeting shall be recorded in a separate document signed at the end of the respective meeting by at least the Chairperson.
2. As soon as possible but within a maximum of fifteen calendar days after the General Assembly meeting, the Secretary to the General Assembly shall prepare and send out a draft set of minutes. The draft set of minutes shall include at least the agenda, the list of Members present or represented, a summary of the discussions and the resolutions adopted by the General Assembly. In addition, the Secretary to the General Assembly will make available in the intranet the names of Representatives or Substitute Representatives and proxy holders, the list of Associated Partners and Observers present, and any documents presented to the General Assembly for approval - if applicable, as amended by the General Assembly -. The draft set of minutes shall be sent out in writing to the Members for comments asking them to send their requests for amendments within eight calendar days from the dispatch.
3. After approval by the General Assembly at the next General Assembly meeting the minutes shall be signed by the Chairperson. The Secretary to the General Assembly shall be responsible for the distribution of a copy of the minutes to the Board and to all Members within a maximum of fifteen calendar days of that meeting.
4. The original copy of the approved minutes shall be kept at the registered seat of the Association.
5. In the case of a written procedure, once adopted in accordance with Article 27 of the Articles of Association, the Director shall send a note recording the outcome of the voting process and the resulting resolution to the Members, and an original copy shall be kept at the registered seat of the Association.
6. All minutes of the General Assembly shall be made available to the Members, the Associated Partners and the Observers via the intranet of the Association. In addition, the Director shall ensure that the approved minutes are published on the Association's website in a reader-friendly way.

#### **Article 12. – General Assembly meetings – Number of meetings of Assembly**

General Assembly meetings shall be held whenever needed, in accordance with the provisions of Article 19 of the Articles of Association. To the extent useful, the Association shall work towards organising four General Assembly meetings per year.

### **Article 13. – Grid Significance Factor**

1. The grid significance factor will be applied to a pool of votes made up of the share of the population from countries that exceed 10 % of the EU population (i.e., in 2023, around 9% from Germany, 6% from France, 3% from Italy and 1% from Spain). Once the Grid Significance Factor is introduced, the population figures used for the calculation of the Grid Significance Factor will be calculated every year.
2. This pool of votes, therefore, represented, in 2023, around 19% of the Second Part votes, or around 9.5% of the total votes of the GA.
3. The Grid Significance Factor shall be introduced one year before the date when the third Board of ENNOH will be appointed unless the General Assembly agrees on a later date based on a Qualified Majority vote.
4. From 2030, the Second Part of the voting rights shall be updated every year, taking into account the Grid Significance Factor.
5. Until 2040, the Grid Significance Factor shall be based on a 50/50 split between
  - a. kilometres of regulated<sup>1</sup> hydrogen transmission<sup>2</sup> pipeline (including offshore in the EU's Exclusive Economic Zone) for which an FID with approval by the NRA/Competent Authority of the concerned Member State has been taken (including all kilometres of transmission pipeline for which the FID is taken), and
  - b. the volume of all hydrogen transported per year in each Member State regulated transmission network unless the GA agrees on a different approach based on a qualified majority vote
6. After 2040, the Grid Significance Factor shall be based only on the volume of hydrogen transported per year in each Member State regulated transmission network provided that this change is confirmed by the General Assembly based on a qualified majority vote.
7. The Grid Significance Factor may be amended at any time by a vote of the General Assembly by a qualified majority vote.

## **TITLE IV – Board**

### **Article 14. – Meetings of the Board**

1. The Board is expected to meet at monthly intervals. Notwithstanding the possibility of joining Board meetings via remote access, the Board members are expected to attend the Board meetings in person on a regular basis. In case of persistent non-attendance, the Chairperson may propose to the General Assembly to decide on a possible replacement of a Board member.
2. The Board, the President or the Director may invite Team Leaders, Heads of Department and any other internal or external person to attend the Board meetings for specific issues. Such a person shall not have the right to vote. Upon request of any Board member the Chairperson of the meeting shall ask the Board to give its consent to the attendance of the invitee to the meeting or parts thereof.
3. At the end of the meeting or once a written decision is adopted in accordance with Article 36 paragraph 3 of the Articles of Association, the Secretary of the meeting or, in case of a written decision, the Director shall prepare a note stating all decisions taken by the Board. This note shall be signed by the Chairperson of the meeting or, in case of a written decision by the President, made available the same day to all the Members and Associated Partners of the Association.

---

<sup>1</sup> For this purpose, “regulated pipeline” means falling within the scope of regulated transmission pipelines, including nTPA under the phase-in period foreseen in the Directive for HTNO networks where Member States may choose between nTPA and rTPA.

<sup>2</sup> For this purpose, and hereafter, hydrogen transmission pipelines are understood as those pipelines owned by the HTNO which comply with the definition of “hydrogen transmission network” as detailed in the Regulation.

4. The Secretary of a meeting shall prepare a set of draft minutes. These draft minutes shall be made available to the Board members no later than eight calendar days after the meeting. This provision does not apply in the case of written procedure.
5. After approval by the Board and signature by the Chairperson at the next meeting, the original copy of the minutes shall be kept at the seat of the Association, and copies shall be distributed in writing by the Director to the Board as well as to the Members of the Association. In case of a written decision, once adopted in accordance with Article 27 of the Articles of Association, the original note recording the written decision shall be kept at the registered seat of the Association and shall be made available to the Members at any time.
6. The Director shall also ensure that the approved minutes are published on the Association's website in a reader-friendly way.
7. All Members shall have access at any time to all documents related to Board meetings except in case of dissent of the provider or proprietor of the respective information given to the Board.
8. All Associated Partners shall have access at any time to the notes stating the decisions taken by the Board as referred to in paragraph 3 of this Article.

#### **TITLE V – Review Committee**

##### **Article 15. – Appointment of a Member's Representatives – Proxy**

1. In accordance with the provisions of Article 39 of the Articles of Association, when becoming a member of ENNOH, each Member shall appoint one Representative and, if deemed useful by the Member concerned, Substitute Representatives to the Review Committee. Each Member shall inform the Director in writing of the designation of such Representative and Substitute Representative(s) to act in the name and on behalf of the Member.
2. If a Representative or Substitute Representative is unable to attend, the Member concerned may be represented by a proxy holder in accordance with Article 22 of the Articles of Association. The proxy shall be submitted to the Director before the Review Committee meeting and mentioned in the attendance list of that meeting.

#### **TITLE VI – Elections and Resignations**

##### **Article 16. – Nominations and Election Procedure for the Board**

1. The Board members, including the President and Vice-Presidents, are elected by the General Assembly.
2. Candidates for these positions shall be chosen amongst Employees of the Members, or of the parent company entitled to legally represent the member.
3. Nominations for candidature for Board membership including nominations for candidature for the position of President and Vice-Presidents, shall be submitted by the Members to the Director in writing at least thirty calendar days before the date on which the election will take place, and shall include a brief résumé of the candidate as well as a confirmation letter from their employer supporting the candidature.
4. The aforementioned nominations and résumés of the candidates concerned shall be circulated by the Director to all Members.
5. The election shall be initiated at the latest at the last General Assembly meeting to be held during the term of office of the current Board members and the President.
6. Existing Board members shall notify the Director of their intent to stand for re-election at least six weeks before the relevant election so that the Director can notify the Members of that intent. The notification should indicate whether the candidature is for President and/or other Board membership.



7. Subject to the provisions of Article 31 paragraph 1 of the Articles of Association, in order to ensure both the secrecy of the ballot if necessary and the efficiency of the election procedure a secret ballot shall be organised as follows:
- a) each Member participating in the vote shall receive one voting form;
  - b) the voting forms shall be collated, and corresponding votes counted by one or more public notaries or bailiffs that are appointed during the meeting where the election takes place;
  - c) these public notaries or bailiffs are entrusted the power to calculate, interpret and communicate the results of the elections;
  - d) after the communication of the results, they shall keep the voting forms under a closed envelope during a period of four months after the election and shall keep the voting results of the Members confidential;
  - e) during the four months period, the voting forms may upon request of a Member at its own cost be re-examined by one or more additional notaries or bailiffs, in order to verify the results communicated by the initially appointed external persons;
  - f) after the period of four months, the voting forms shall be destroyed.

#### **Article 17. – Election of Board members**

1. The General Assembly shall give strong importance to the achievement of an equitable and reasonable regional balance between the Members in the selection of the President, Vice-Presidents and Board members, as well as ensuring a fair and reasonable representation for HTNOs from smaller Member States as stipulated in Art. 29, paragraph 2 of the Articles of Association. The General Assembly shall elect the Board members in the following way:
- a) In line with Article 29, paragraph 3 of the Articles of Association, when a seat on the Board is to be allocated to the Member State with the longest hydrogen transmission grid:
    - (1) All Member States represented in the Association by at least one member shall be ranked by regulated hydrogen transmission pipelines in km for which an FID with approval by the NRA/Competent Authority of the Member State is taken;
    - (2) Members based in the Member State ranked at the top may jointly propose one candidate to the General Assembly for approval. The General Assembly can only refuse that candidate with duly justified reasons. In that case, a new candidate may jointly be proposed by the Member State's members for General Assembly approval.
  - b) For the first two Board elections, up to four seats in the Board shall be allocated to Member States with relatively high investment in hydrogen infrastructure assets:
    - (1) All Member States represented in the Association by at least one member shall be ranked by regulated hydrogen transmission pipelines in kilometres for which a FID with approval by the NRA/Competent Authority of the Member State is taken, divided by the population of the respective Member State;
    - (2) Members based in the four Member States ranked at the top may jointly, in each Member State, propose one candidate per Member State for approval by the General Assembly. In case a Member State is ranked among the top four that has already received a seat through the election process described in paragraph 1.a, this Member State shall not be able to propose another candidate through the mechanism described in paragraph 1.b. In this case, only three seats shall be allocated to members from the other Member States ranking among the top four;

- (3) The General Assembly can only refuse the one or several candidates with duly justified reasons. In that case, a new candidate may be proposed by the members in the respective Member State for approval by the General Assembly.
    - (4) The mechanism defined under 1.b shall not be applied for the 3<sup>rd</sup> Board election, and all the subsequent election processes for the members of the Board.
  - c) The seat pre-allocated according to paragraphs 1.a and 1.b shall not result in areas allocated those seats receiving a greater total number of seats that are justified by an equitable and reasonable regional balance.
  - d) The remaining seats in the Board are elected:
    - (1) All members may propose candidates.
    - (2) Candidates shall be listed on a ballot paper in alphabetical order with name, HTNO and HTNO's Member State;
    - (3) Each member of the General Assembly without seats allocated according to 1.b gets a number of votes equal to its Composite Voting Rights multiplied by the number of vacancies ("Eligible Votes"). Each Member can, at its discretion, attribute its votes to one or more candidates on the list, ensuring that its aggregate number of votes cast is not greater than its Eligible Votes;
    - (4) Members from the Member State that received seats in the Board through the election processes described in Paragraph 1.a may only attribute votes for one additional seat to candidates from members based in the same Member State as they are themselves.
    - (5) After the ballot, candidates shall be ranked in the order of their sum of received votes;
    - (6) The top-ranked candidates are elected to the Board. If, at the end of the first round, among the first-ranked, not all the vacancies are covered due to ex aequo situations, there will be a second round between the non-directly elected who received ex aequo scores; Also, in the second and following rounds, if any, the candidate(s) who gets the higher number of votes will be elected.
2. If the number of candidates for Board membership is less than or equal to the number of vacancies within the Board, the General Assembly may unanimously endorse all candidates with a single vote.
3. Should the maximum number of seventeen Board members not be achieved through the election process, additional elections for the remaining seats may be held on request of at least one Member for the remaining term of office of the current Board members.
4. Once the members of the Board are elected, the General Assembly shall elect the President and, subsequently, the Vice-Presidents out of the Board members.
5. If no candidate for the Presidency receives more than 50 % of the Composite Voting Rights in the first round, the two candidates with the highest number of votes shall go into a runoff election. The candidate who obtains the Absolute Majority of the votes in the second voting round shall be validly elected.
6. For the election of Vice-Presidents, the four candidates with the highest number of Composite Voting Rights shall be considered elected.
7. When deciding on the mandates of the President and the Vice-Presidents, the General Assembly shall ensure a fair and balanced geographical representation among the regions.
8. The election of the President, vice Presidents, and other Board members can be conducted via a written procedure or an in-person/hybrid meeting of the General Assembly, as appropriate.

9. The Board members have a two-year mandate which can be renewed. However, the first Board elected in 2025, including the President, Vice-presidents and Board members, will end their mandate at the end of 2027.

#### **Article 18. – Designation of the Director**

1. The Board shall propose to the General Assembly one or, in exceptional cases, more candidates for the position of the Director at least one month before the General Assembly designates them. The proposal shall include a brief résumé of the candidate(s). The President shall circulate the aforementioned nominations and résumés of the candidates concerned to the Members as soon as possible.
2. The designation shall take place at the latest at the last General Assembly meeting to be held during the term of office of the current Director, in accordance with Article 41 of the Articles of Association.
3. The designation process may be held by secret ballot if there is more than one candidate for the vacant position or at least one Member requests it.
4. The newly appointed Director shall enter office on the date of expiry of the term of office of the current Director. The term of office shall be no longer than five years and renewable only once except in exceptional circumstances to be agreed upon by the General Assembly. On an annual basis, the President, in consultation with the Board will evaluate and give feedback on his/her work.

#### **Article 19. – Designation of the Heads of Department and Heads of Unit**

1. The Director shall propose to the Board one or, in exceptional cases, more candidates for the position(s) of the Head(s) of the Department, and Head(s) of the Unit, at least one week in advance of the designation by the Board. The proposal shall include a brief résumé of the candidates.
2. The designation shall take place at the latest at the last Board meeting to be held during the term of office of the current Head of Department, in accordance with Article 43 of the Articles of Association.
3. The designation process may be held by secret ballot if there is more than one candidate for the vacant position or if at least one Member requests it.
4. The newly appointed Head of Department, or Heads of Unit, should enter office at the latest on the date of expiry of the term of office of the current Head(s) of Department or Head(s) of Unit. For the seconded staff, an agreement will be signed between the HTNO and ENNOH for a specific duration, renewable normally once.

#### **Article 20. – Designation of the Team Leaders and other members of the Secretariat**

1. The Director shall decide on the position (s) of the Team Leader (s) and other members of ENNOH staff not covered by Article 19.
2. The Director will inform the Board about the decision made at the following Board meeting following the Team Leader's appointment. The Director will inform the General Assembly about the decision made either in written form or at the following General Assembly meeting following the Team Leader's appointment. In all cases, the communication will include a brief résumé of the candidate(s).
3. The newly appointed Team Leader should enter office at the latest on the date of expiry of the term of office of the current Team Leader.
4. For the seconded staff, an agreement will be signed between the HTNO and ENNOH for a specific duration, renewable normally once.

**Article 21. – Resignation of Board members**

1. Any Board member, including the President and the Vice-Presidents, may resign by means of a notice in writing addressed to the General Assembly and to the Board and submitted to the Director.
2. The Director shall send a copy of that notice to all Members as soon as possible.
3. The replacement shall be decided at a General Assembly meeting within a period not exceeding three months.

**Article 22. – Vacancy before end of term of Board members**

1. In the event of a vacancy of any Board member excluding the President, the Board may upon a proposal of the HTNO whose Board member has to be replaced, appoint a provisional replacement who shall fill the vacancy until the decision of the following General Assembly on the replacement. This HTNO proposing shall provide with the proposal a brief résumé of the proposed Employee. A refusal of the proposal shall be motivated by reasonable grounds regarding the requirements to be a Board member. The Members, the Associated Partners and the Observers shall be informed immediately about any vacancy and any provisional replacement by the Board.
2. Without prejudice to paragraph 1 above, if deemed necessary to ensure a fair and balanced representation within the Board, the HTNO whose Board member has to be replaced may propose as replacement an Employee of another Member provided such Employee meets the requirements to be a Board member, its HTNO supports the proposal. Such right can only be used once per term per seat and the HTNO proposing shall provide with the proposal a brief résumé of the proposed Employee, the confirmation letter from the Employee's HTNO supporting the proposal and the express mention of the use of this option. In such case, the Board may upon the proposal of the HTNO appoint a provisional replacement who shall fill the vacancy until the decision of the General Assembly on the replacement. A refusal of the proposal shall be motivated by reasonable grounds regarding the requirements to be a Board member. The Members, the Associated Partners and the Observers shall be informed immediately about any vacancy and any provisional replacement by the Board.
3. In the event the vacancy mentioned in paragraph 1 concerns the position of the President, the Board may provisionally appoint one of the Board members who shall act as President until the decision of the General Assembly on the replacement of the President is taken. The Members, the Associated Partners and the Observers shall be informed immediately about a provisional appointment by the Board.
4. Any replacement decided by the General Assembly shall be to fill the position until the end of the term of office of the Board member to be replaced. A refusal of the proposal shall be motivated by reasonable grounds regarding the requirements to be a Board member.

**TITLE VII – Working Groups**

**Article 23. – Working Groups**

1. In order to achieve the purpose of the Association as defined in Article 4 of the Articles of Association, the General Assembly may establish Working Groups upon recommendation of the Board and the Director. Working Groups are established in order to enable the preparation of recommendations and proposals in a continuous environment for decisions to be taken by the Bodies of the Association.
2. When establishing a Working Group, the General Assembly shall define the scope thereof. Based on that scope of activity, the Board shall decide on an effective distribution of tasks among the Working Groups. The distribution of tasks among the Working Groups shall not limit opportunities for interaction between Working Groups.

3. The General Assembly may define Guidelines for the functioning of the Working Groups.
4. Documents produced by the Working Groups shall be made available to the Associated Partners via the intranet of the Association.

#### **Article 24. – Composition of the Working Groups**

1. Working Groups are open to all Members and Associated Partners and, to the extent decided by the Board, to Observers. Each Member, Associated Partner and Observer who wants to participate in a Working Group shall designate an Employee in order to actively participate in a Working Group. To contribute to discussions on specific issues, the participating Member or Associated Partner may also, at any time, send other Employees.
2. Each Working Group shall be chaired by a Team Leader. The Team Leader shall be in charge of the administration of the Working Group and may be assisted by other members of the ENNOH staff.

### **TITLE VIII – Regional cooperation and cooperation with third countries**

#### **Article 25. – Regional cooperation**

1. To achieve the purpose of the Association as defined in Article 4 of the Articles of Association, the Members and the Associated Partners shall promote regional cooperation within the Association.
2. The General Assembly may identify categories of cooperation, decide to set up special working groups or teams in each category of cooperation and set Guidelines applicable to these groups or teams.
3. When establishing a regional group or team, the General Assembly shall define the composition and scope thereof. The role and responsibilities of each group or team shall depend on the category of cooperation they are placed in.
4. Based on the scope of the activity, the Board shall decide on an effective task distribution among the regional groups or teams.
5. The Board shall ensure continuous coordination of the activities of the regional groups and teams and the activities of the relevant Working Groups.

#### **Article 26.- Cooperation with Third Countries**

1. ENNOH may conclude bilateral agreements with hydrogen network operators based in third countries that cannot qualify as “Observers” as defined in Article 14 of the Articles of Association. These bilateral agreements shall follow Rules of Procedure on information exchange which should be established for them.
2. This bilateral agreement will allow for ENNOH to cooperate with these hydrogen network operators based in third countries, exchanging information and agreeing on coordinated actions. The entities covered by these bilateral cooperation frameworks shall have no general access to the ENNOH internal working groups, Board or General Assembly. The bilateral agreement will specify the rules on information exchange, which the Association will make available to the hydrogen network operators based in third countries. No information that could compromise the European Union’s interests or which could materially impact the operation of the EU hydrogen network or the operation of ENNOH is to be disclosed to third-country hydrogen network operators under these bilateral agreements. After concluding a bilateral agreement, the Association will send a copy to ACER and the Commission. The bilateral agreements will be made available at the website of the Association, taking into consideration any confidentiality requirements.

3. The Board will adopt the conclusion of such bilateral cooperation agreements with third countries after having received a unanimous endorsement from all the Members, including the Associated Partners directly impacted by the decision.

## **TITLE IX – Internal and External communication and language**

### **Article 27. – Availability of decisions of bodies of the Association**

Once approved, all decisions of the Bodies of the Association shall be made available on the intranet of the Association in accordance with the provisions of the Articles of Association and Rules of Procedure.

### **Article 28. – External communication of the Association**

1. Unless decided otherwise by the General Assembly, the President shall be responsible for all high-level external communication of the Association. For practical reasons, the communication tasks may be shared, under the responsibility of the President, between the President, the Vice-Presidents, the Director, or the Board members, as best suits each situation. The Board may also delegate communication tasks to other specific persons to the extent this delegation is specific and limited in time.
2. The day-to-day external communication shall be the responsibility of the Director.
3. Unless decided otherwise by the General Assembly, documents for external publication expressing a formal position of the Association on significant matters, shall be approved by the General Assembly prior to publication.
4. A list of documents for external publication shall be kept by the Director.
5. All publications of the Association shall be drafted in English. The Director shall be responsible for the supervision of the publication of documents and their internal and external circulation.

### **Article 29. – Language**

1. The working language of the Association shall be English.
2. Meetings of the Bodies of the Association shall be conducted in English except those meetings which must be conducted in French as required by Belgian law, and of which an English translation shall be made available.
3. All correspondence, e-mailing, documents, minutes et cetera shall be in English, except those documents which must be in French as required by Belgian law, and of which English translations shall be made available.

## **TITLE X – Finance**

### **Article 30. – Financing Budget**

1. The Director shall monitor costs against budget and inform the Board about the financial situation of the Association.
2. In case of an unforeseen deficit, the General Assembly may decide on advance payments to be made by the Members in proportion to their annual contribution to the budget as approved by the General Assembly pursuant to Article 46 of the Articles of Association.
3. The following expenses are excluded from the expenses of the Association:
  - a) specific services rendered by the Association to Members, Associated Partners, Observers or groups of those, upon their demand and strictly respecting the purpose and the non-profit-

making nature of the Association, which shall be paid by the Members, Associated Partners, Observers or groups of those concerned, except in case of approval by the Board;

- b) Members', Associated Partners' and Observers' travel and accommodation costs related to meetings of the Association, which are borne by the attendees.
- 4. For the period between the ENNOH foundation and the 1<sup>st</sup> of January 2026, the General Assembly will approve, upon proposal of the Board, a budget. The General Assembly shall determine the fee to be paid by each Member that shall be proportional to the Composite Voting Rights of the respective Members. With regard to Associated Partners, the General Assembly may determine the fee for that period, which shall be calculated for each Associated Partner. With regard to Observers, the General Assembly may determine the fee for that period, which shall be calculated for each Observer.

## **CHAPTER 2 – DEVELOPMENT PROCESSES AND CONSULTATIONS**

### **Article 31. – Consultations, stakeholder interactions**

- 1. The rules related to the ENNOH's consultation processes and engagement with stakeholders are described in the Rules of Procedure for Consulting Stakeholders.
- 2. In the context of a consultation organised by the European Commission to establish the Annual Priority List, the Board shall assign to the Working Groups the task of delivering inputs to the drafting of a consultation response, taking into account the scope of their activities as defined by the General Assembly, and to the Director the task of consolidating those inputs into a draft consultation response.
- 3. In the context of a consultation organised by the Agency, the Board shall assign to the Working Groups the task of delivering inputs to the drafting of a consultation response, taking into account the scope of their activities as defined by the General Assembly, and to the Director the task of consolidating those inputs into a draft consultation response. The Director shall submit the draft consultation response to the Board, which shall submit it together with a recommendation to the General Assembly for approval.
- 4. Upon request of the Commission, the Association shall give its views to the Commission on the adoption of the guidelines as laid down in the Regulation. The Board shall assign to the Working Groups the task of delivering inputs to the drafting of a consultation response, taking into account the scope of their activities as defined by the General Assembly, and to the Director the task of consolidating those inputs into a draft consultation response.

### **Article 32. – Annual Work Programme**

- 1. The Annual Work Programme adopted by the General Assembly shall contain the list and description of the Network Codes to be prepared, a plan on the coordination of the operation of the hydrogen network, a list of research and development activities, to be realised in the course of that year, including an indicative calendar, and a description of the planned consultation processes. It shall consider the Annual Priority List established by the Commission and shall be aligned with its establishment process.
- 2. The Board shall assign to the Working Groups the task of delivering inputs to the drafting of the Annual Work Programme, taking into account the scope of their activities as defined by the General Assembly, and to the Director the task of consolidating those inputs into an initial draft of the Annual Work Programme.
- 3. The Director shall submit the initial draft of the Annual Work Programme to the Board for approval. After having obtained such approval the Director shall send out the draft Annual Work Programme

to stakeholders for a consultation period of at least two months. The Association will update the Annual Work Programme after taking into consideration the received feedback. The Association shall send the new version of the Annual Work Programme to the Agency for its opinion in accordance with the Regulation.

4. Taking into account the feedback received via the consultation process and the opinion received from the Agency, the Director, in cooperation with the Working Groups, shall finalise the draft Annual Work Programme and submit it to the Board. The Board may ask the Director to amend the draft Annual Work Programme.
5. The Board shall submit the draft Annual Work Programme to the General Assembly and recommend it for adoption.

### **Article 33. – Code development**

1. Upon request of the Commission to the Association to develop a Network Code, the Board shall assign the task of drafting a proposal for such Network Code to one or more Working Groups, taking into account the scope of their activities as defined by the General Assembly.
2. After such assignment, the Working Group(s) shall prepare a draft project plan which describes at least the envisaged timeline, process steps and estimated resources needed to develop the Network Code and enable the Association to submit the proposal of Network Code to the Agency in accordance with Article 72 of the Regulation. The plan shall especially indicate the stakeholder involvement needed throughout the process, including the proposed consultation periods. The engagement of stakeholders in their participation in the network code development process shall be made according to the Rules of Procedure on the Consultation of Stakeholders and to the Guidelines for Stakeholder Engagement and Consultation, while following the applicable provisions from the Regulation.
3. The Director shall send out the prepared draft project plan to stakeholders for consultation for a period of at least 1 month. Taking into account the feedback received via the consultation process, the Working Group(s) shall finalise the project plan, if necessary, accompanied by additional launch documentation, after which the Director shall submit it to the Board for approval. After having obtained such approval, the Director shall publish the project plan, including possible launch documentation, and inform registered and other interested parties thereof.
4. The Association shall convene a Drafting Committee to assist it in the network code development process. The Drafting Committee shall consist of representatives of ACER, the ENTSO for Gas, the ENTSO for Electricity and, where appropriate, the EU-DSO entity, and a limited number of the main affected stakeholders.
5. Each Network Code will have its own Drafting Committee according to Regulation. The composition of the various Drafting Committees will be determined through a transparent and objective process. Clear and inclusive criteria for selection will be outlined to ensure that the Drafting Committee is composed of the most appropriate stakeholders. Those stakeholders who apply for membership in the Drafting Committee and are not selected will receive a communication from the Association explaining the reasons for that decision. The Association will publish the composition and concrete rules for setting up of the Drafting Committees when launching each network code development process. The General Assembly shall adopt and publish rules for the operation of each Drafting Committee. These rules shall detail at least:
  - a) when and how these committees are convened,
  - b) the documentation they will have access to,
  - c) their involvement at different stages of the network code development process, up to the submission of the code to ACER.



- d) the relationship between the Drafting Committee and the working groups and define the roles of each of them.

These Rules for Drafting Committees are considered to be Rules of Procedure pursuant to Article 57 of the Regulation and therefore are subject to the procedure established in that Article.

The General Assembly shall adopt and publish the terms of reference for each Drafting Committee, elaborated in line with the Rules for Drafting Committees, at least four months before convening the relevant Drafting Committee.

6. Based on the project plan, the Working Group(s) shall develop an initial draft Network Code, taking especially into account the advice of the Drafting Committee organised in accordance with this Article 33 for the development of the respective Network Code.
7. After sending the initial draft of the Network Code to all Members for comments, the Director shall submit this draft, accompanied by feedback received from the Members, to the Board. The Board shall then decide on launching the consultation process on the initial draft Network Code in accordance with Rules of Procedure on the Consultation of Stakeholders, for a period of two months. The initial draft Network Code shall be accompanied by a document clarifying the chosen approaches in relation to significant topics contained in the draft Network Code.
8. Taking into account the feedback received via the consultation process, the Working Group(s) shall refine the initial draft Network Code. After having sent out the refined draft Network Code to all Members for comments, the Director shall submit the draft, accompanied by feedback received from the Members, to the Board. The Board might decide on launching a consultation process on the revised draft Network Code in accordance with Rules of Procedure on the Consultation of Stakeholders, for a period of at least one month.
9. The Board shall submit the draft Network Code to the General Assembly for approval accompanied by a report on the results of the consultation process. After the approval of the General Assembly, the Director shall submit the proposal for Network Code to the Agency. ENNOH will contribute to the consultation to be run by ACER before submitting a revised network code to the Commission within six months of receipt of the proposal.
10. The General Assembly might decide that ENNOH develops non-binding guidance in the areas set out in paragraphs 1 and 2 of Article 72 of the Regulation where such guidance does not relate to areas covered by a request addressed to the ENNOH by the Commission. The ENNOH shall submit any such guidance to ACER for an opinion and shall duly take that opinion into account.

#### **Article 34. – Union-wide Ten-Year Network Development Plan for Hydrogen**

1. ENNOH will produce a non-binding Union-wide ten-year Network Development Plan (TYNDP) for hydrogen, according to the provisions listed in the Regulation.
2. The Board (upon recommendation of the relevant working group, the Head of the Department and the Director) will propose to the General Assembly a Project Plan detailing how the TYNDP exercise will be developed at the internal and external levels. The document will describe the different steps, milestones, consultation processes, internal and external interactions, etc. A document outlining the relevant information for external parties will be published on the ENNOH website.

#### **Article 35. – Other key deliverables**

The General Assembly will decide, upon Board recommendation, a Project Plan for each major deliverable envisaged in the Regulation, including the Annual Work Program. This Project Plan will include a description of how the workload will be allocated internally within ENNOH, the consultation processes envisaged, the planned interaction with stakeholders, the milestones to be followed, and the proposed schedule, including details of how the Board and the General Assembly will be involved.

## **CHAPTER 3 – MISCELLANEOUS PROVISIONS**

### **Article 36. – Confidentiality**

1. Each Member, Associated Partner and Observer, including their Employees, the Association and the members of the staff of the Association ("Receiving Party") shall not disclose confidential information or part of it, provided to or developed by the Association to third parties and in particular any undertaking or part thereof performing functions of production or supply of hydrogen.
2. The obligation of confidentiality of the Receiving Party shall not apply to that part of confidential information
  - a) which at the time of disclosure to the Receiving Party has become part of public knowledge without breach of confidentiality by the Receiving Party or any person to whom the confidential information was disclosed;
  - b) which was in the lawful possession of the Receiving Party at the time of disclosure without an obligation of confidentiality;
  - c) to the disclosure of which the proprietor of the information has given prior written consent to; or
  - d) which must be disclosed under applicable law or by an order, decree, regulation or rule issued by any competent court or legislative or administrative body, provided that before complying with such requirement to the extent permitted by law, the Receiving Party has provided the proprietor of the information with notice of such requirement so that it may seek a protective order or other appropriate remedy.
3. As confidential information shall, without limitation, be regarded:
  - a) any information regarding commercial and other business activities of the Members;
  - b) any information regarding the development of the hydrogen transmission systems of the Members, including planned investments, which has not been made publicly available to all potential system users and therefore could give an advantage to one or more system users to the detriment of others.
4. The provisions of this Article shall not prevent the application of the relevant binding rules regarding the confidentiality of commercially sensitive information under the Directive EU/2024/1788 and the Regulation EU/2024/1789 as transposed by the Members States.

### **Article 37. – Written forms for communication**

Unless stated otherwise in the Articles of Association or the Rules of Procedure, any notice or document to be sent in writing may be sent by any written means such as regular or registered letter or email.

### **Article 38. – Calculation of time periods**

When calculating notice periods and other time periods mentioned in the Articles of Association and the Rules of Procedure, the day of the respective meeting and the day of sending the notice or document shall be excluded from the calculation of the period concerned.