



## PROTOCOL

### APPENDIX A

## RULES OF PROCEDURES FOR THE GENERAL ASSEMBLY

### INTRODUCTION

This document is an Appendix A to the Protocol of the Association and consists of rules and procedures for the General Assembly.

The 'Rules of procedures' are a part of the Protocol and must not contradict with the Statutory Base. The 'Rules of procedures' were created as guidelines for the formal procedures required to be followed prior and during the organization of the General Assembly in order to have it structured.

### PART I: GENERAL ISSUES

#### **I.1. Attendances and speaking rights at the General Assembly**

All the members of the Association's entities are allowed to attend the General Assembly, but only the representatives of the entities and the Board are authorized to take part in debates. At any time the General Assembly and the Board may invite other speakers.

#### **I.2. Chairman of the General Assembly**

The person chairing the General Assembly is called the 'moderator'.

#### **I.3. Time Limits**

It is up to the moderator to decide about the time limit reserved for the discussion of each agenda item. However, the discussion of each agenda item should be as short as possible. The moderator can set up a reasonable time limit for a speech of one person in the discussion if necessary. Each

entity representative may either ask a question or make a comment only once per agenda item. The person submitting a proposal for review by the General Assembly is the first to start and the last to finish the discussion.

#### **I.4. Voting**

**I.4.1.** The General Assembly takes decisions by the relative majority of representatives from the entities with voting rights present at the meeting, except of the cases mentioned in the Statutory Base or the Protocol.

**I.4.2.** Relative majority means that while voting among several options or 'abstaining', the option gaining the most votes is approved. However, if the option 'abstaining' prevails, voting has to be repeated until one of the other options except 'abstaining' wins.

**I.4.3.** Two-thirds majority means that the number of votes for a proposition or candidate must equal or exceed twice the number of votes against it. However, if the option 'abstaining' prevails, voting has to be repeated until one of several options except 'abstaining' wins.

**I.4.4.** Each representative of the entities with voting rights has one vote.

**I.4.5.** Every vote at the General Assembly is cast by a signal defined by the moderator, unless the moderator requires a written vote or a representative of the General Assembly desires this before voting. Written voting will be done by secret ballot (unsigned). The result of the voting shall be announced by the moderator.

**I.4.6.** The moderator resolves all cases of dispute concerning the voting process that are not covered by the articles of the Association.

## **PART II: RULES OF PROCEDURES FOR THE GENERAL ASSEMBLY**

### **II.1. Preparation of the General Assembly**

**II.1.1.** The written notification of the General Assembly and a draft agenda shall be sent by the Board via e-mail at least 30 days prior to the General Assembly to all entity contact persons.

**II.1.2.** Each entity present at the General Assembly has to nominate one representative to act on behalf of the entity. The name of the representative should be announced to the Board at least 20 days prior to the General Assembly.

**II.1.3.** Any entity may request the inclusion of supplementary items in the agenda.

Such request must reach the Board at least 20 days prior to the General Assembly.

**II.1.4.** Proposals related to the modification of Articles of the Statutory Base or the Protocol must be sent to the Board 20 days prior to the General Assembly.

**II.1.5.** The Board has to inform the entities and their nominated representatives about the final agenda and all the received proposals related to the modification of articles of the Statutory Base or the Protocol. This information has to be sent by e-mail 15 days prior to the General Assembly.

## **II.2. Opening of the meeting**

**II.2.1.** The president of the Board shall take the chair at the beginning of the General Assembly. If the president is not present, someone else from the Board will take over this task.

**II.2.2.** After the entities' representatives have registered for the General Assembly, the president of the Board has to present the updated list of entities with and without voting rights. The General Assembly has to approve the new list.

**II.2.3.** The General Assembly shall then elect three members of the Association to count the votes during the General Assembly. These three members shall not be candidates for any other office subject to election at the General Assembly.

**II.2.4.** The General Assembly then appoints a person to chair the General Assembly, called the moderator of the General Assembly. This person shall not be a candidate for any other office subject to election. The moderator shall be solely responsible for the functioning of the General Assembly.

**II.2.5.** The General Assembly shall then elect two persons to take notes of the General Assembly.

## **II.3. Validity of the meeting, Quorum**

**II.3.1.** The moderator will check the validity of the meeting based on the implementation of the preparation procedures and the required number of representatives of entities with voting rights present as per SB article 9.2.

**II.3.2.** In case of the invalidity of the General Assembly as a result of not fulfilling the preparation procedures mentioned in part II.1. of this document, the General Assembly may decide to validate the meeting by a 2/3 majority of votes. However, if there is no compliance with SB article 9.2., the General Assembly cannot validate the General Assembly under any circumstances.

## **II.4. Approval of the agenda**

Any subsequent changes of the agenda will require the approval of the General Assembly.

## II.5. Announcements

Announcements are the first to go in the agenda and are not voted upon.

## II.6. Approvals

## II.7. Issues to be debated

Proposals and their parts may be finished and approved by the General Assembly during the General Assembly meeting.

## II.8. Approval of the new Board

## II.9. Discharge of the old Board

## II.10. Closure of the meeting

The moderator gives the word to the president of the new Board to close the meeting.

## II.11. Notes of the General Assembly

Notes of the General Assembly should be finalized and made public by the secretary of the previous Board within 30 days after the General Assembly.

# PART III: RULES OF PROCEDURE FOR DECIDING WITHOUT CONVEYING THE GENERAL ASSEMBLY

## III.1. Preparation

**III.1.1.** The written calling notice of the 'General Assembly deciding without conveying the General Assembly' (online General Assembly), the date and time of its beginning and a draft agenda shall be sent by the Board at least 30 days prior to the beginning of the online General Assembly via e-mail to all entity contact persons.

**III.1.2.** Each entity can announce the name of one representative with his/her contact address to the Board until 15 days prior to the beginning of the online General Assembly.

**III.1.3.** Before the beginning of the online General Assembly, the Board and every entity representative can make proposals.

**III.1.4.** The debate about the proposals is held online. Every member of an EGEA entity can participate.

## III.2. Opening of the meeting

**III.2.1.** After the end of the registration, the Board prepares and publishes the new list

of entities with and without voting rights at least 3 days before the beginning of the online General Assembly. At least 50 % of the entities with voting rights have to be registered.

**III.2.2.** If no representative of any entity declares a public objection against the list during a period of 3 days after it was published, the list is considered to be approved for the online General Assembly. If an objection is declared, the Board can allow it and update the list. If the Board does not allow the objection, the list has to be approved by voting at the online General Assembly according to part III.3. of this document.

**III.2.3.** After the list of entities with and without voting rights is approved, the Board presents an agenda for the meeting. If no representative of any entity declares a public objection against the proposal during a period of 3 days after it is announced, the agenda is considered to be approved. If an objection is declared, the agenda has to be approved by voting at the online General Assembly according to part III.3. of this document.

### **III.3. Voting during the online General Assembly**

**III.3.1.** After the agenda is approved, the president or any other member of the Board sends the following items via e-mail and makes them public.

**III.3.1.1.** A complete list of the proposals for each agenda item.

**III.3.1.2.** A detailed and clear description of how to submit the votes.

**III.3.1.3.** The beginning and the end of the period for submitting the votes. This period has to be at least 7 days long.

**III.3.1.4.** Names of the persons responsible for processing the votes.

**III.3.2.** After the deadline for submitting the votes, the results are announced and the votes of the respective entity representatives are made public. At least 50 % of the representatives of the entities with voting rights have to submit their vote; otherwise the voting is not valid.

**III.3.3.** If no representative of any entity with voting rights declares a public objection against incorrect processing of his/her vote during a period of 3 days after the results are made public, the results of the online General Assembly become valid.

**III.3.3.** If a public objection against incorrect processing of votes is declared, the Board has to allow the objection and publish the updated results. The new results become valid if no entity representative makes a public objection against incorrect processing of his/her vote during a period of 3 days after the new results have been made public.