# EECS Rules
# Subsidiary Document

# AIB-EECS-SD14 Terms of Reference for the EECS Unit and Scheme Groups

**Version:** 3.0

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# AIB-EECS-SD14: Terms of reference for the EECS Unit and Scheme Groups

Version 3.0

## Status of this document

This document, AIB-EECS-SD14: Terms of Reference for the EECS Unit and Scheme Groups, is a subsidiary document to the the EECS Rules of the Association of Issuing Bodies (AIB) for The European Energy Certification System.

In the event of conflict between the text of the EECS Rules and the text of this document, the EECS Rules shall always take precedence.

This EECS Rules subsidiary document was formally approved by the Board on 25.11.2025.

The effective date of this EECS Rules subsidiary document is xx.

Signed by the Secretary General:



Liesbeth Switten

25.11.2025

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## *Document History*

| Version | Issue Date | Reason for Issue |
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| Version 1.0 | 19th June 2020 | Approved by the General Meeting |
| Version 2.0 | 25th September 2020 | Approved by the General Meeting |
| Version 3.0 | November 2025 | New fees and voting system, dedicated board member |

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# Article 1 - Scope of Terms of Reference

In accordance with Article 11.6 of the Articles of Association, these Terms of Reference define internal operation and decision making of the EECS Unit and the Scheme Groups. These Terms of Reference also define the interaction between EECS Unit, the Scheme Groups and the other organs and bodies of the AIB.

Should there be a difference in interpretation between

- the Articles of Association, the delegation matrix or the EECS Rules on one hand and
- the Terms of Reference on the Other hand,

the former shall prevail.

Once approved by the Board, the Terms of Reference shall take effect and each Scheme Member and Scheme Observer shall be responsible for compliance with these Terms of Reference.

Unless otherwise specified, words and expressions used herein shall have the same meanings as in the Articles of Association of AIB and the EECS Rules.

# Article 2 – Members and Observers

**2.1. Membership of the EECS Unit**

An AIB Member that is a Scheme Member to one or more EECS Schemes is also a Member of the EECS Unit.

**2.2. Membership of a Scheme Group**

Members of a Scheme Group are the AIB Members admitted to this EECS Scheme according to the EECS Rules.

An AIB Member may become a Member of one or more Scheme Groups.

In each Scheme Group an AIB Member belongs to a membership category as determined in Article 6 depending on that Member's activity level over the AIB Hub and the activity levels that qualify for different membership categories within the specific Scheme Group.

The admission and expulsion procedures for Scheme Members are determined in Section F of the EECS Rules.

**2.3. Observers**

An Issuing Body that has been granted Scheme Observer status to one or more EECS Schemes is also an Observer to the EECS Unit.

The status of Observer to a Scheme Group is granted and revoked by the Board according to Article 6 of the Articles of Association.

# Article 3 – Meetings of the EECS Unit and the Scheme Groups

The following rules are common for the EECS Unit and the Scheme Groups.

Unless otherwise specified, each of the EECS Unit and Scheme Groups is referred as an Operational Body and only members of the relevant Operational Body are considered as Members for the purpose of this article.

**3.1 Convening of the meetings**

3.1.1. The Operational Body shall convene at least four times a year. A member of AIB Secretariat will attend the meeting and maintain the minutes.

3.1.2. The chair of the Operational Body will send out the notification for the meeting, which shall include the date, time and location (in the case that it is not a telephone conference or a meeting in a digital format) of the meeting, the agenda set by the chair in cooperation with the Members, draft decisions and any other relevant information to enable Members to participate.

3.1.3. At least seven (7) week days prior to a meeting, the chair will prepare and publish to all members a set of Decision papers which are submitted for approval.

For that purpose, all Decision papers will be submitted to the chair at least ten (10) week days before the meeting at which they are to be considered for approval, except for approvals of changes to Domain Protocols and of periodic assessments, which can be submitted and published until three (3) week days before the meeting;

Decision papers that are submitted to the chair later than ten (10) week days prior to the meeting will only be accepted for approval by the meeting subject to their gaining the unanimous support of the votes present or represented, with the exception of decisions requiring a majority of three quarters of the votes, as listed under Article 3.4.4, which will be postponed to the next meeting, unless the Members present and represented consider that the issue needs no discussion, in which case a decision may be taken by electronic vote.

Later amendments by Members shall only be permitted for textual amendments with no material effect on the content of the paper, or where Members unanimously agree that this does not prejudice sensible decision-making.

In case of exceptional and urgent circumstances, the chair may agree to shorten the deadline for publication of decision papers to five (5) week days together with a paper explaining the exceptional and urgent circumstances. Under such exceptional and urgent circumstances, Members have the right to express comments on the proposed decision papers and to request modifications to the Operational Body from the moment of receipt of the decision.

Information papers and comments from members on decision papers will be published at least three (3) week days before the meeting at which they are to be considered;

Presentations will be published either before or at most fourteen (14) week days after the meeting at which they are to be considered.

The deadline for submission of documents is the same in case of decisions taken by electronic voting unless the meeting agrees to another delay, with a majority of three-quarters of the votes exercised by the Members present or represented at a quorate meeting, excluding abstentions and blank votes.

3.1.4. The agenda for the meetings set out in Article 3.1.2 shall be made available to each Member two (2) weeks before the meeting and shall indicate whether an item is submitted for information, or for decision. Each item of the agenda should refer to any supporting documents. The agenda may only be amended at a meeting by a unanimous decision of all Members.

3.1.5. Attendance at the meeting may also be achieved by telephone conference, any digital meeting format or e-mail, unless at least five (5) Members notify disagreement in advance to the chair and on condition that all Members can be identified, can follow the debate and can express their opinions in real-time.

3.1.6. Any Member that is unable or unwilling to attend the meeting may send its own vote or votes to the chair in advance, in any written form and including without limitation email or proxy awarded to the representative of another Member. If a representative is unable to attend a meeting, he or she may be represented by the representative of another Member or by a proxy holder belonging to the same Member or its agent. The proxy shall be delivered to the chair before the meeting.

### 3.2 Member Representation

3.2.1 Each member of an Operational Body shall appoint to that body one (1) representative and one (1) alternate representative, both duly mandated in writing to exercise their functions, who may both attend the meetings and validly exercise the rights of the Member. Appointment of the

representatives shall happen by means of a written notice to the chair and the secretary general and shall take effect on receipt of such notice.

3.2.2 The Secretariat upon notice of the chair shall keep a list of all Members' primary and alternate representatives and shall make such list available to all Members upon request.

3.2.3 Written proxy may be awarded to the representative of another Member. A Member may not hold more than two proxies at any one time. Nor may a Member hold votes at any one time that represent more than 33% of the votes present or represented at a Meeting of the relevant Operational Body. Attendance of Members' representatives at meetings shall not give rise to any remuneration payable by the Association.

### 3.3 Responsibilities and competence

3.3.1 Unless otherwise specified in the Delegation Matrix, the duties, and competencies of the EECS Unit are the following:

- Amendment of the generic parts of the EECS Rules;
- Approval and amendment of Domain Protocol Templates; and
- Amendment of Subsidiary Documents.

3.3.2 Unless otherwise specified in the Delegation Matrix, duties, and competencies of a Scheme Group in relation to a specific energy output are the following (as laid out in the delegation matrix):

- Admission of new EECS Scheme members;
- Approval of new EECS Products;
- Approval of (changes to) Standard Terms and Conditions of a Member;
- Approval to become an Authorised Issuing Body for an EECS Product;
- Setting the level of Group Membership fees within the minimum and maximum determined by the General Meeting;
- Setting the level of fees (application and annual fee) for Independent Criteria Schemes – if any;
- Approval of the Scheme Group budget;
- Amendment of the Scheme-specific parts of the EECS Rules;
- Approval and amendment of the EECS Rules template for "Standard Terms and Conditions" between members and Market Participants;
- Approval of changes to a Domain Protocol;
- Approval of Product Rule Assessments (Scheme Membership application, DP changes, alterations to a Domain, periodic member audits, rectification orders, and suspension orders);
- Approval of Independent Criteria Scheme;
- Cessation of support for Independent Criteria Scheme;
- Agreement of the annual action plan for that Scheme Group; and
- Agreement of change to the methods of calculating voting rights and voting procedures within that Scheme Group.

### 3.4 Decision making

3.4.1. In all matters, except in those where Article 3.4.4 applies, decisions shall be adopted by a simple majority of the votes exercised by Members that are present or represented at a quorate meeting of the Operational Body, excluding abstentions and blank votes. In these circumstances, the meeting is quorate when Members holding more than half of all votes are

either present or represented. If this quorum is not met, the decision shall be taken by way of an email vote. Alternatively, at the request of five (5) Members a second meeting can be organised within three (3) weeks with the same agenda. Convocation for this meeting shall be sent with proof of delivery at least ten (10) days before the date of the meeting. The second meeting may adopt decisions by simple majority without any quorum requirements.

3.4.2. The meeting may provide options for making decisions by telephone conference, any digital meeting format, or any other appropriate means provided that:

- any documentation that the Members should examine in order to be capable of exercising their votes with adequate knowledge of matters relevant to be decided upon is published in advance in accordance with Article 3.1.
- the attendance quorum is confirmed at the start of the meeting,
- deliberation can take place through debate and interaction,
- after each decision, the chair gives an overview of the votes cast (for/against/abstention),
- decision making and voting are reflected in the minutes.

3.4.3. Within three (3) weeks after the meeting, the Secretariat shall prepare a set of minutes comprising the list of Members with the names of representatives attending, the decisions that have been adopted with their reasoning and points of information given. These minutes shall be distributed to all Members by publishing them on the website. Members shall have two (2) weeks to object or provide comments on draft minutes, and final minutes are to be published on the website within 1 week thereafter. The original copy of the minutes shall be retained by the Secretariat.

3.4.4. Decisions relating to:

- change to the activity levels that qualify for different membership categories;
- setting the level of fees for Independent Criteria Schemes; and
- amendments to the EECS Rules and the Subsidiary Documents the Operational Body is competent for in accordance with Article 3.3

may only be adopted by a majority of three quarters of the votes exercised by the Members present or represented at a quorate meeting, excluding abstentions and blank votes. In this circumstance, the meeting is quorate when Members holding at least 75% of all votes are either present or represented. If this quorum is not met, then a second meeting will be organised within three (3) weeks with the same agenda. Convocation for this meeting shall be sent with proof of delivery at least ten (10) days prior to the date of this meeting. The second meeting may adopt decisions by three-quarters majority without any quorum requirements.

3.4.5. No decision may be taken on any matter not included in the agenda, except for those unanimously agreed by a meeting at which all the Members are present or represented.

3.4.6. In between meetings, it is possible for the Operational Body to take decisions by electronic voting except for decisions requiring a majority of three-quarters of the votes, unless electronic voting was decided by the Operational Body for a decision paper submitted late which was deemed to require no discussion according to Article 3.1.

For decisions taken by electronic voting, the provisions of this section apply, unless three or more Members explicitly request before the voting deadline, that the documents which are submitted for approval be debated at the next Operational Body meeting.

Electronic voting will take place by email or by means of an online voting platform permitting single choice and revealing the identity of the voter where permitted by the Articles of Association.

# Article 4 – Election of the Chair

4.1 The chair of the Operational Body issues a call for candidates for chair elections three (3) months before appointment and sends a notification to the Secretariat to conduct the procedure.

4.2 Nominations for the Chair of the Operational Body shall be submitted by the Members to the Secretariat at least thirty (30) calendar days in advance for the election date. Candidates for this position shall be chosen amongst the representatives and alternates of the Members in the Operational Body according to article 3.2. If no candidate is brought forward, Scheme Observers can present a candidate.

4.3 The elections shall take place at an Operational Body meeting at the latest one month before the term of office of the outgoing chair ends.

If there is more than one candidate, then election shall take place by secret ballot.

The candidate who receives the largest number of the votes exercised by Members that are present or represented at a quorate meeting of the Operational Body Meeting, excluding abstentions and blank votes will be appointed. The meeting is quorate when Members holding more than half of all votes are either present or represented. If this quorum is not met, a second meeting will be organised within three (3) weeks with the same agenda. Convocation for this meeting shall be sent at least ten (10) days before the date of the meeting. The second meeting may adopt decisions by simple majority without any quorum requirements.

If there is only one candidate, then election shall only take place by secret ballot if one or more Members requests it.

4.4 The newly appointed chair will enter in office on the date of expiry of the term of office of the outgoing chair.

4.5 The chair of the Operational Body shall be appointed for a term of two (2) years and may thereafter be re-appointed twice.

# Article 5 – Nomination of Representative to the Board by the Scheme Groups

5.1 Each Scheme Group is represented in the Board by a member that is appointed by the General Meeting upon nomination of the Scheme Group. All Scheme Group Members can apply for this Board position.

5.2 The call for candidates for Board members is issued by the Board three (3) months before the appointment by the General Meeting.

The candidate that will be nominated by the Scheme Group shall be elected at the last Scheme Group meeting to be held before the General Meeting that shall make the appointment.

Candidates for the representative of the Scheme Group to the Board shall be chosen amongst the representatives and alternates of the Members of the Scheme Group according to article

Nominations shall be submitted at least 30 calendar days in advance for the election date.

5.3 If there is more than one candidate, election shall take place by secret ballot.

The candidate who receives the largest number of the votes exercised by Members that are present or represented at a quorate meeting of the Scheme Group meeting, excluding abstentions and blank votes will be appointed. The meeting is quorate when Members holding more than half of all votes are either present or represented. If this quorum is not met, a second meeting will be organised within three (3) weeks with the same agenda. Convocation for this meeting shall be sent with proof of delivery at least ten (10) days before the date of the meeting. The second meeting may adopt decisions by simple majority without any quorum requirements.

If there is only one candidate, then election shall only take place by secret ballot if one or more members request it.

5.4 The Scheme Group representative to the Board may be dismissed or resign according to the provisions of Article 9 of the Articles of Association.

# Article 6 – Voting Rights

6.1 Only Members of a Scheme Group have voting right in the relative Scheme Group meetings. New Members of a Scheme Group become eligible for voting at the first Scheme Group meeting after they have been admitted as a Scheme Member.

6.2 The number of votes exercised by an AIB Member in a Scheme Group they are active in depends on the country category they belong to.

The country categories are:

- "Inactive/observer";
- “Small";
- "Medium";
- "Large"; and
- “Extra large”.

Votes are awarded accordingly:

- "Inactive/observer" – 0 votes;
- "Small" – 10 votes;
- "Medium" – 20 votes;
- "Large" – 30 votes
- “Extra large” – 40 votes.

Each Scheme Group is responsible for determining the activity levels that qualify for different categories. At least twelve months of transactions over the Hub is necessary for a Scheme Group to define what levels are appropriate for that group.

In the start-up phase of a newly established Scheme Group, all members are considered the same size, and will have the same number of votes.

6.3 Only Members of the EECS Unit have voting right in the EECS Unit meetings. New members of the EECS Unit become eligible for voting at the first EECS Unit meeting after they have been admitted as a Scheme Member.

6.4 If a Gas Scheme member’s EECS Registration Database is connected to a competing transfer platform, that member’s voting rights in the Gas Scheme Group are suspended for as long as the connection exists.

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# Article 8 – Miscellaneous Provisions

8.1. These Terms of Reference will enter into force on 25.11.2025, with the exception of Article 6 Voting Rights, which will enter into force on 1 March 2026. Until such time the votes will be distributed the same way as for the General Meeting.

8.2. In addition to Article 3.4, until a Scheme Group is established and has three (3) Scheme Members, decisions will be taken by the AIB members and Scheme Observers that are present or represented at the Gas Scheme Group meeting where the decision is taken.

8.3. In addition to Article 3.2, until a Scheme Group is established and has three (3) Scheme Members, a representative will be appointed by the AIB members and Scheme observers present or represented in that Scheme Group meeting where the decision is taken. This representative will attend Board meetings as an observer.