



DECISION OF THE GOVERNING BOARD

**amending Governing Board Decision N° 1/2014 of 30 July 2014 adopting
the rules of procedure of the Governing Board of the Shift2Rail Joint Undertaking**

N° 20/2015

THE GOVERNING BOARD OF THE SHIFT2RAIL JOINT UNDERTAKING,

Having regard to the Statutes of the Shift2Rail Joint Undertaking annexed to Council Regulation (EU) No 642/2014 of 16 June 2014 establishing the Shift2Rail Joint Undertaking ("S2R JU"), and in particular Articles 6(1), 7(5) and 8(d) thereof,

Having regard to the rules of procedure of the Governing Board of the S2R JU adopted by Governing Board Decision N° 1/2014 of 30 July 2014 ("the rules of procedure"), ,

Having regard to the template membership agreement of the S2R JU adopted by Governing Board Decision N° 14/2015 of 14 October 2015 ("the template membership agreement"),

Whereas, in accordance with Article 18 of the rules of procedure, Governing Board has requested an amendment of Article 8(2) of these rules in order to simplify the procedure for defining the number of votes allocated to the non-Commission Members of the S2R JU Governing Board and to align it with the provisions of Article 5 of the template membership agreement of the S2R JU;

HAS DECIDED AS FOLLOWS:

Article 1

The rules of procedure of the Governing Board of the S2R JU are amended as follows:

In Article 8, point 2 is replaced by the following:

- ‘2. Each non-Commission Board Member shall have a number of votes in proportion to the value of its own contribution to the indirect actions of the S2R JU as defined in Annex A of its membership agreement. If and when a Board Member is representing a consortium (as formed at the time it assumed membership) and is duly mandated by all other consortium members to do so, such Board Member shall have voting rights in proportion to its consortium's own contribution to the indirect actions of the S2R JU as defined in Annex A of its membership agreement. The mandate of the Board Members representing a

consortium shall be verified by providing the relevant documents to the secretariat prior to the Board Member's participation in its first Board meeting.

The voting rights allocation shall be adjusted taking into consideration the consequences of any changes in membership on the total amount of contributions of the S2R JU.

The voting rights allocation and any subsequent adjustments shall be formalised through a decision of the Governing Board and stated in the minutes of the meeting of the Board.

Until the moment of accession of Associated Members to the S2R JU, the voting rights of non-Commission Board Members shall be divided equally between the eight Founding Members other than the Union.'

Article 2

This Decision shall enter into force on the date of its adoption.

Done at Brussels, on 11 December 2015

For the Governing Board



Henrik HOLEI
The Chairperson