

**EU DSO ENTITY
RULES OF
PROCEDURE_
(v0.98)**

3 October 2025

Article 1. Object and scope

1. These Rules of Procedure define practical and technical matters and procedures governing the operations of the EU DSO Entity.
2. Should there be a difference in interpretation between the Statutes of the EU DSO Entity and the Rules of Procedure, the former shall prevail without prejudice to the mandatory provisions of the BCCA.
3. Once approved by the General Assembly, the Board shall publish the Rules of Procedure and these shall take effect. Each Member, Associate Member, and Observer Member, as well as the members of the EU DSO Entity bodies shall be responsible for compliance with these Rules.
4. Unless otherwise specified, words and expressions used herein shall have the same meanings as in the Statutes of the EU DSO Entity.

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Article 2. Participation of Observers at the meetings of the Board of Directors

In addition to the rules provided for in Article 16.2 of the Statutes, representatives of Observers (existing national and European associations representing electricity DSOs) are permitted to participate as Observers at the meetings of the Board of Directors either physically or virtually.

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Article 3. Annual Budget

1. Anticipating a start as of [Q2/2026] with an initial annual budget for gas-related activities for 2026 estimated at 1.3 million € for the initial operative phase, based on a preliminary budget to be prepared by the Secretariat for approval by the Board and by the General Assembly. For the first year, a nearly equal variable fee between Electricity and Gas/Hydrogen DSOs will be pursued.
2. To achieve a transparent, fair and balanced allocation of cost to both vectors, and to prevent cross-vector subsidizing, the budget will be activity based. The main groups of activities are (i) Governance (incl. member management and support for SAG, CEG and Councils), (ii) Knowledge sharing, coordination with TSOs and Communication and (iii) support for Expert Groups and Task Forces.
1. The allocation between Electricity and Gas/Hydrogen DSOs is as follows:
 - i. Governance (incl. member management and support for SAG, CEG and Councils): allocation according to number of Board seats;
 - ii. Knowledge sharing, coordination with TSOs and Communication allocation according to number of Board seats; and
 - iii. Support for Expert Groups and Task Forces:
 - Joint Expert Groups and Task Forces: based on number of connections
 - Separate Expert Groups and Task Forces: allocated to corresponding vector.
3. A revision of the model as described in Article 14 of the Statutes can be performed

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after an initial operative phase, in case the proposed budget exceeds the initial budget, and should be based on the principle of an identical increase in both the fixed fee and the variable fee in terms of percentage.

Article 4. The Strategic Advisory Group

1. The Strategic Advisory Group consists of one (1) representative of each European association representing DSOs and one (1) DSO representative of each Member State which is not represented in the Board or the Councils according to Article 1.41 of the Statutes. The Strategic Advisory Group shall be established by the Board pursuant to Article 20 of the Statutes.
2. The members of the Strategic Advisory Group are proposed by each European Association representing DSOs and also by Members from a given Member State which is not represented in the Board of Directors.
3. The Chairperson and the Vice Chairperson are elected among the members of the Strategic Advisory Group for a two (2) year term, renewable once. For this election, the members of the Strategic Advisory Group shall aim to achieve unanimity of all members of the Strategic Advisory Group present with at least half of its members present. When no such unanimity can be reached, a decision of the Strategic Advisory Group shall be adopted by an absolute majority of the Strategic Advisory Group with at least half of its members present.
4. The Chairperson leads the work of the Strategic Advisory Group. The Vice Chairperson shall substitute for the Chairperson in case of absence.
5. The Strategic Advisory Group may adopt its own Terms of Reference to regulate its internal procedures, working methods, and operational arrangements. Such Terms of Reference shall be consistent with the provisions of the Statutes and these Rules of Procedure. In case of conflict, the Statutes and the Rules of Procedure shall prevail. The Terms of Reference shall be submitted to the Board for approval.
6. Meetings are prepared and organised by the Secretariat. The Secretariat gives notice of a meeting of the Strategy Advisory Group (by electronic means), specifying time and place of the meeting, together with the agenda, at least two weeks before the meeting at the request of the Chairperson of the Strategic Advisory Group. Working documents should be made available in due time.
7. The draft agenda is approved by the Chairperson and shall indicate those items which are submitted for information or for opinion. Final agenda is subject to approval by members in the meeting of the Strategic Advisory Group.
8. The Secretariat at the request of the Chairperson shall prepare a set of draft minutes and action list. These draft minutes, including an agreed action list shall be made available for approval to the members of the Strategic Advisory Group concerned, not later than two weeks after the meeting. After approval by the Strategic Advisory Group the Secretariat shall keep the original copy of the minutes and copies shall be made available to the members of the Strategic Advisory Group and to the members of the

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Board.

9. Opinions of the Strategic Advisory Group aim to agree on a consensus basis. When no consensus can be reached, the different opinions will be noted. Records of the decision- making process will be kept in minutes kept at the registered office of the EU DSO Entity and on the intranet for access.

10. The Strategic Advisory Group shall receive regular updates from the Councils.

Article 5. Expert Groups

1. For the selection of the members of the Expert Groups, the Secretariat will launch a call for candidates and all Members are entitled to nominate their experts.
2. The Board will appoint among the candidates a maximum of thirty (30) members for each Expert Group with the possibility of one third of the members coming from outside the Membership of the EU DSO Entity, based on their expertise for the task of the Expert Group and ensuring diversity, gender balance and geographical representation.
3. The proposal to establish an Expert Group shall be submitted to the Board and finally according to Article 21 of the Statutes approved by the General Assembly.
4. Expert Groups may adopt their own Terms of Reference to regulate their internal procedures, working methods, and operational arrangements. Such Terms of Reference shall be consistent with the provisions of the Statutes and these Rules of Procedure. In case of conflict, the Statutes and the Rules of Procedure shall prevail. The Terms of Reference shall be submitted to the Board for approval.
5. The Expert Groups are reflecting the tasks of the EU DSO Entity as foreseen in article 55 of the Electricity Regulation and article 41 of Regulation (EU) 2024/1789 (the "Gas Regulation"). Expert Groups can be temporary or permanent.
6. Each Expert Group nominates the Chairperson and one (1) or two (2) Vice Chairperson(s) for a two year-term, renewable once. Pursuant to Article 21 (3) of the Statutes the Board approves the Chairperson and Vice Chairperson(s).
7. The composition of the Expert Groups, Chairperson and Vice Chairperson(s) shall reflect the general rules of the EU DSO Entity governance, including striving for a fair technical and geographical diversity across members of the Expert Group. Representatives of Members based in one Member State or the same Industrial Group may not constitute the majority of the Expert Group participants.
8. The Chairperson heads the work of the Expert Group, agrees on details of coordination of work between Expert Groups and regularly reports on activities of the Expert Group to the Board and other involved Expert Groups. Vice Chairpersons shall substitute the Chairperson in case of absence.
9. No final decision is assigned to Expert Groups. For proposals, members of the Expert Group shall aim to achieve unanimity. When no such unanimity can be reached, a record will be kept of the numbers in agreement or dissent and of main

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arguments / and dissenting opinions which will be recorded in the proposal.

10. Meetings are prepared and organised by the Secretariat. Notices of a meeting of the Expert Groups, specifying time and place of the meeting, shall be given by the Secretariat at the request of the Chairperson of the Expert Group concerned, together with the agenda, at least two weeks before the meeting.
11. The draft agenda is approved by the Chairperson. The agenda shall indicate those items which are submitted for information or discussion. Each item of the agenda can have supporting documents attached. Those documents shall be made available to each member of the Expert Group concerned (including by electronic means) at least one week before the meeting. The final agenda is subject to approval by members during the meeting of Expert Group concerned.
12. The Secretariat, at the request of the Chairperson of the Expert Group concerned, shall prepare a set of draft minutes. These draft minutes shall be made available to the members of the Expert Group concerned, not later than two (2) weeks after the meeting. After approval by the Expert Group concerned the Secretariat shall keep the original copy of the minutes and copies shall be made available to the members of the Expert Group concerned and to all EU DSO Entity bodies according to Article [21 \(5\)](#) of the Statutes.

13. [The Expert Groups shall receive regular updates from the Councils.](#)

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Article 6. The Country Expert Group

1. All [Electricity](#) Members of a given Member State are entitled to propose together one member for the Country Expert Group, [and all Gas/Hydrogen Members of a given Member State are also entitled to propose together one member for the Country Expert Group, both to be appointed by the Board pursuant to Article 21 \(6\) of the Statutes. Each Member State may propose one member for the Electricity DSOs and one member for the Gas DSOs to represent that Member State in the Country Expert Group.](#)
2. Each member of the Country Expert Group shall inform the other Members from its Member State on all issues discussed by this Country Expert Group.
3. [The Country Expert Group may adopt its own Terms of Reference to regulate its internal procedures, working methods, and operational arrangements. Such Terms of Reference shall be consistent with the provisions of the Statutes and these Rules of Procedure. In case of conflict, the Statutes and the Rules of Procedure shall prevail. The Terms of Reference shall be submitted to the Board for approval.](#)
4. For preparation and organisation of the work of the Country Expert Group the provisions of ordinary Expert Groups are to apply accordingly.

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Article 7. [The Councils](#)

1. [If a decision to be prepared for the board relates to only Electricity or Gas/Hydrogen, the relevant Council shall discuss and prepare the decision based on the proposal of the Expert Group. If a decision to be prepared relates to both vectors, both Councils shall discuss and decide on the proposal of the combined Expert Group. In this case,](#)

approval from both Councils is required for a proposal to move forward and be considered by the Board.

2. The Councils shall at least include: (i) elected board members or their delegates, and (ii) members on the reserve list, but only if these members have expressed their intention to join the relevant Council at the time of their candidacy. If there is still capacity, there shall be an open call for members, who will be selected by the Board based on the criteria set out in Article 18 (2) of the Statutes.
3. The Councils may adopt their own Terms of Reference to regulate their internal procedures, working methods, and operational arrangements. Such Terms of Reference shall be consistent with the provisions of the Statutes and these Rules of Procedure. In case of conflict, the Statutes and the Rules of Procedure shall prevail. The Terms of Reference shall be submitted to the Board for approval.
4. Meetings shall be held physically, by telephone, videoconference, or any other means that allow the members to deliberate. The Council can take decisions in writing (including in electronic format). In such cases, decisions are only adopted if members unanimously vote in favor of the resolution.
5. The practical organization of meetings of the Council(s) shall be set out in each of the Council's internal regulations. Such regulations shall be approved by the General Assembly.
6. The Council shall only be quorate when at least half of its members are present or represented. Each member of the Council has one (1) vote.
7. The Council shall aim to achieve unanimity of all members of the Council present or represented for all the decisions to be taken. If no such unanimity can be reached, a decision of the Council shall be adopted by a simple majority of the members present or represented.
8. The Council appoints its chair and three vice-chairs among its members by a simple majority. The vice-chairs are each representing Members of the category they belong to.
9. The chair and the vice-chairs are appointed for a term of maximum four (4) years and can be re-elected.
10. The chair or, in his or her absence, a vice-chair of the Board, shall chair the meetings of the Council. If neither the chair nor one of the three vice-chairs are present, the Council shall designate among those present a member of the Board to chair the meeting.
11. The Secretary General is entitled to attend the meetings of each of the Councils.

Article 8. Appointment of the Secretary General

1. The selection process of the Secretary General shall consist of the following steps:

- a) communication of the vacancy to Members;
- b) assessment of candidates by a specialized agency, selection of which shall be made by the Board.
- c) in case there are no candidates from Members, candidates outside membership are allowed.

2. Based on the outcome of the assessment exercise, the Board shall propose maximum three final candidates to the Assembly for appointment. The mandate is of four years, renewable once.

Article 9. Payment of membership fees

1. Membership fees are due within thirty (30) days after receipt of the invoice. Invoices will be sent to each Member at the most recent email address provided to the Association. It is the responsibility of each Member to ensure that the Association has their current and correct contact information (including address and email address) on file at all times via the Member Portal, accessible via <https://member.eudsoentity.eu>.

If a Member's address or email address changes, it is the Member's duty to promptly notify the Association in writing of the updated address via the Member Portal. Failure to receive an invoice due to an unreported address change shall not relieve the Member of their obligation to make timely payments.

2. In order to determine the membership fee for each Member, the Secretary General shall, in cases of doubt, ask Members for proof of the number of Connected Customers provided by the relevant National Regulatory Authority or other independent body.

Article 10. Other financial provisions

1. In addition to the arrangements provided by Article 16 (3) of the Statutes, the Secretary General shall submit for approval to the General Assembly the following financial data:
 - a. for the previous financial year, a comparison between the budget and the final accounts;
 - b. for the current financial year, the current expenditures and receipts against the current approved budget.
 - c. for the next financial year, the proposed budget and the revised membership fees, if any, based on the proposed budget

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2. The Secretary General shall monitor costs and receipts against budget and shall inform the Board at least twice per year about the financial situation of the EU DSO Entity.

3. 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. Budget surpluses are to be included in the next year budget as a budget reserve.

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Article 11. Communications and Publications

1. The Board of Directors shall approve in advance any document intended for external communication or use setting out the official position of the EU DSO Entity, unless powers to do so have been delegated by the Board of Directors.

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2. The Secretary General and the Secretariat shall take any appropriate communication actions in order to disseminate information on any relevant positions or decisions of the EU DSO Entity. The working language of the EU DSO Entity is English.

Article 12. Transparency & Confidentiality

1. Within the general context of transparency between the DSOs and in accordance with the principles set forth in [article 37](#) of Directive EU 2019/944, [article 38 of the Gas Regulation](#), national legislation implementing the abovementioned provisions and/or other national or international legislation imposing specific confidentiality and non-disclosure obligations, including in particular the provisions of the General Data Protection Regulation (GDPR) EU 2016/679, in addition to what is provided for in Article 29 of the Statutes, neither the EU DSO Entity, nor any Member, Associate Member, Observer (or its (substitute) representative) of the EU DSO Entity shall use any confidential information obtained by it (the "Recipient") through their status of Member, Associate Member, Observer, Director, Secretary General or member of the Secretariat of the EU DSO Entity for any purpose or disclose any such information to any third party other than the Recipient's directors, employees, professional advisers and representatives who strictly need to know such information for the proper performance of their professional activities and who are correspondingly bound in writing by the same strict obligations of confidentiality.

The EU DSO Entity, its Members, Associate Members, Observers, Director, Secretary General or member of the Secretariat shall organize their data handling in such a way as to minimize the risks of misuse or unauthorized access or disclosure of Confidential Information.

Confidential Information shall, in addition to what is provided for in Article 29 of the Statutes, include:

- a. information relating to users of the electricity network systems, which is commercially sensitive information and, if disclosed, is likely to breach a legal obligation of a Member (e.g. competition law); and
- b. information clearly marked as "confidential" provided that the person conveying the information provides proof of legal constraints such as for example, competition constraint or security constraints justifying the confidential character of the obligation no later than at the moment it is submitting the information;

and exclude information which is excluded pursuant to Article 29 of the Statutes, and/or which:

- c. shall be disclosed in accordance with legislation of the European Union or in accordance with any national legislation applying to the DSO providing the information; or
 - d. the Recipient is required to disclose under by law, court order or order of authorities.
2. In case third persons are invited to participate in a meeting of a body of the EU DSO Entity, the body concerned may decide to require the signing of a confidentiality agreement by the persons concerned.

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Article 13. Cooperation with other organisations & institutions

1. Pursuant to [article 55 of the Electricity Regulation](#) and [article 41 of the Gas Regulation](#), the tasks of the EU DSO Entity shall include the co-operation with other organisations and institutions, in particular with ENTSO for Electricity, [ENTSO for Gas](#), and [ENNOH](#), all in accordance with the provisions of Article 4 of the Statutes.
2. Without prejudice to Article 4 of the Statutes and taking into account the requirements of applicable legislation regarding matters to be considered within the EU DSO Entity, the [EU DSO](#) Entity shall, in due respect of subsidiarity, not interfere in activities that are the proper responsibility of its Members.

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