II

(Acts whose publication is not obligatory)

EUROPEAN CENTRAL BANK

RULES OF PROCEDURE

THE GOVERNING COUNCIL OF THE EUROPEAN CENTRAL BANK,

Having regard to the Protocol on the Statute of the European System of Central Banks and of the European Central Bank (hereinafter referred to as the 'Statute') and in particular to Article 12(3) thereof,

HAS DECIDED TO ADOPT THESE RULES OF PROCEDURE:

PRELIMINARY CHAPTER

Article 1

Treaty and Statute

These Rules of Procedure shall supplement the Treaty establishing the European Community (hereinafter referred to as the 'Treaty') and the Statute. The terms in these Rules of Procedure shall have the meaning which they have in the Treaty and the Statute.

CHAPTER I

THE GOVERNING COUNCIL

Article 2

Date and place of Governing Council meetings

2.1. The date of the meetings shall be decided by the Governing Council on a proposal from the President. The Council shall, in principle, meet regularly following a schedule determined by the Governing Council in good time before the start of each calendar year.

2.2. The President shall convene a meeting of the Governing Council if a request for a meeting is submitted by at least three members of the Governing Council.

2.3. The President may also convene meetings of the Governing Council whenever he/she deems it necessary.

2.4. The Governing Council shall normally hold its meetings on the premises of the European Central Bank (hereinafter referred to as the 'ECB').

2.5. Meetings may also be held by means of teleconferencing, unless at least three Governors object.

Article 3

Attendance at Governing Council meetings

3.1. Except as provided hereto, attendance at meetings of the Governing Council shall be restricted to its members, the President of the Council of the European Union, and a member of the Commission of the European Communities.

3.2. Each Governor may normally be accompanied by one person for those parts of the meetings which are not related to monetary policy deliberations.

3.3. If a Governor is unable to attend, he/she may appoint, in writing, an alternate without prejudice to Article 4. This written communication shall be sent to the President in due time before the meeting.

3.4. The Governing Council may also invite other persons to attend its meetings if it deems it appropriate to do so.

Article 4

Voting

4.1. In order for the Governing Council to vote, there shall be a quorum of two-thirds of the members. If the quorum is not met, the President may convene an extraordinary meeting at which decisions may be taken without regard to the quorum.

4.2. The Governing Council shall proceed to vote at the request of the President. The President shall also initiate a voting procedure if any member requests him/her to do so.

4.3. Abstentions shall not prevent the adoption by the Governing Council of decisions under Article 41(2) of the Statute.

4.4. If a member of the Governing Council is prevented from voting for a prolonged period (of more than one month), he/she may appoint an alternate as a member of the Governing Council.

4.5. In accordance with Article 10(3) of the Statute, if a Governor is unable to vote on a decision to be taken under Articles 28, 29, 30, 32, 33 and 51 of the Statute, his/her appointed alternate may cast his/her weighted vote.

4.6. The President may initiate a secret ballot if requested to do so by three members of the Governing Council. If members of the Governing Council are personally affected by a prospective decision under Articles 11(1), 11(3) or 11(4) of the Statute, there shall always be secret balloting. In such cases the members concerned shall not participate in the vote.

4.7. Decisions may also be taken by written procedure, unless at least three members of the Governing Council object. A written procedure shall require: (i) normally not less than five working days for consideration by every member of the Governing Council; (ii) the personal signature of each member of the Governing Council (or his/her alternate in accordance with Article 4(4)); and (iii) a record of any such decision to be made in the minutes of the next meeting of the Governing Council.

Article 5

Organisation of Governing Council meetings

5.1. The agenda for each meeting shall be adopted by the Governing Council. A provisional agenda shall be drawn up by the Executive Board and shall be sent, together with the related documents, to the members of the Governing Council and other authorised participants at least eight days before the relevant meeting, except in emergencies, in which case the Executive Board shall act appropriately with a view to the circumstances. The Governing Council may decide to remove items from or add items to the provisional agenda on a proposal from the President or from a member of the Governing Council. An item shall be removed from the agenda at the request of at least three of its members if the related documents were not sent to the members in due time.

5.2. The minutes of the proceedings of the Governing Council shall be submitted to its members for approval at the next meeting (or earlier, if necessary, by written procedure) and shall be signed by the President.

CHAPTER II

THE EXECUTIVE BOARD

Article 6

Date and place of Executive Board meetings

6.1. The date of the meetings shall be decided by the Executive Board on a proposal from the President.

6.2. The President may also convene meetings of the Executive Board whenever he/she deems it necessary.

Article 7

Voting

7.1. In order for the Executive Board to vote, in accordance with Article 11(5) of the Statute, there shall be a quorum of two-thirds of the members. If the quorum is not met, the President may convene an extraordinary meeting at which decisions may be taken without regard to the quorum.

7.2. Decisions may also be taken by written procedure, unless at least two members of the Executive Board object.

7.3. Members of the Executive Board personally affected by a prospective decision under Articles 11(1), 11(3) or 11(4) of the Statute shall not participate in the vote.

Article 8

Organisation of Executive Board meetings

The Executive Board shall decide on the organisation of its meetings.

CHAPTER III

THE ORGANISATION OF THE EUROPEAN CENTRAL BANK

Article 9

Committees of the European System of Central Banks

9.1. Committees of the European System of Central Banks (hereinafter referred to as 'ESCB committees'), composed of representatives of the ECB and of the national central bank of each participating Member State, will be formed to assist in the work of the European System of Central Banks (hereinafter referred to as the 'ESCB').

9.2. The Governing Council shall lay down the mandates of the ESCB committees and appoint their chairpersons. As a rule, the chairperson shall be a representative of the ECB. Both the Governing Council and the Executive Board shall have the right to request studies of specific topics by ESCB committees.

9.3. ESCB committees shall report to the Governing Council via the Executive Board. The Banking Supervisory Committee shall not be obliged to report via the Executive Board whenever it acts as a forum for consultation on issues which are not related to the supervisory functions of the ESCB as defined in the Treaty and in the Statute.

9.4. The national central bank of each non-participating Member State may also appoint a representative to take part in the meetings of an ESCB committee whenever it deals with matters which fall within the field of competence of the General Council. The representatives may also be invited to take part in meetings whenever this is deemed appropriate by the chairperson of a committee and the Executive Board.

9.5. For specific matters of direct interest to the Commission of the European Communities, representatives of the Commission services may be invited to attend meetings of ESCB committees. Representatives of other Community bodies and of third parties may also be invited if and where deemed appropriate.

9.6. The ECB shall provide secretarial assistance to the ESCB committees.

Article 10

Internal structure

10.1. Having consulted the Governing Council, the Executive Board shall decide upon the number, name and respective competence of each of the work units of the ECB. This decision shall be made public.

10.2. All work units of the ECB shall be placed under the managing direction of the Executive Board. The Executive Board shall decide upon the individual responsibilities of its members with respect to the work units of the ECB, and shall inform the Governing Council, the General Council and the staff of the ECB thereof. Any such decision shall be taken only in the presence of all the members of the Executive Board, and may not be taken against the vote of the President.

Article 11

Staff of the ECB

11.1. Each member of the staff of the ECB shall be informed of his/her position within the structure of the ECB, his/her reporting line and his/her professional responsibilities.

11.2. Without prejudice to Articles 36 and 47 of the Statute, the Executive Board shall enact organisational rules (hereinafter referred to as 'Administrative Circulars'). Such rules shall be obligatory for the staff of the ECB.

11.3. The Executive Board shall enact and update a Code of Conduct for the guidance of its members and of members of its staff.

CHAPTER IV

INVOLVEMENT OF THE GENERAL COUNCIL IN THE TASKS OF THE EUROPEAN SYSTEM OF CENTRAL BANKS

Article 12

Relationship between the Governing Council and the General Council

12.1. The General Council of the ECB shall be given the opportunity to submit observations before the Governing Council adopts:

— opinions under Article 4 and Article 25(1) of the Statute,

— ECB recommendations in the statistical field, under Article 42 of the Statute,

— the annual report,

— the rules on the standardisation of accounting rules and reporting of operations,

— the measures for the application of Article 29 of the Statute,

— the conditions of employment of the staff of the ECB,

— in the context of the preparations for the irrevocable fixing of exchange rates, an ECB opinion either under Article 109L(5) of the Treaty or concerning EC legal acts to be adopted when a derogation is abrogated.

12.2. Whenever the General Council is requested to submit observations under the above paragraph, it shall be given a reasonable period of time within which to do so, which may not be less than 10 working days. In a case of urgency (which must be justified in the request), the period may be reduced to five working days. The President may decide to use written procedure.

12.3. The President shall inform the General Council, in accordance with Article 47(4) of the Statute, of decisions adopted by the Governing Council.

Article 13

Relationship between the Executive Board and the General Council

13.1. The General Council of the ECB shall be given the opportunity to submit observations before the Executive Board:

— implements legal acts of the Governing Council for which, in accordance with Article 12(1), the contribution of the General Council is required,

— adopts, by virtue of powers delegated by the Governing Council in accordance with Article 12(1) of the Statute, legal acts for which, in accordance with Article 12(1) of these Rules, the contribution of the General Council is required.

13.2. Whenever the General Council is requested to submit observations under the above paragraph, it shall be given a reasonable period of time within which to do so, which may not be less than 10 working days. In a case of urgency (which must be justified in the request), the period may be reduced to five working days. The President may decide to use written procedure.

CHAPTER V

SPECIFIC PROCEDURAL PROVISIONS

Article 14

Delegation of powers

14.1. The delegation of powers of the Governing Council to the Executive Board under Article 12(1), second paragraph, last sentence, of the Statute shall be notified to the parties concerned, or published if appropriate, in matters having legal effects on third parties. Acts adopted by way of delegation shall be promptly notified to the Governing Council.

14.2. The Book of Authorised Signatories of the ECB, established pursuant to decisions adopted under Article 39 of the Statute, shall be circulated to interested parties.

Article 15

Budgetary procedure

15.1. The Governing Council, acting upon a proposal from the Executive Board in accordance with any principles laid down by the former, shall adopt, before the end of each financial year, the budget of the ECB for the subsequent financial year.

15.2. For assistance in matters related to the budget of the ECB, the Governing Council shall establish a Budget Committee and lay down its mandate and composition.

Article 16

Reporting and annual accounts

16.1. The competence to adopt the annual report required under Article 15(3) of the Statute shall pertain to the Governing Council.

16.2. The competence to adopt and publish the quarterly reports under Article 15(1) of the Statute, the weekly consolidated financial statements under Article 15(2) of the Statute, the consolidated balance sheets under Article 26(3) of the Statute and other reports shall be delegated to the Executive Board.

16.3. The Executive Board shall, in accordance with the principles established by the Governing Council, prepare the annual accounts of the ECB within the first month of the subsequent financial year. These shall be submitted to the external auditor.

16.4. The Governing Council shall adopt the annual accounts of the ECB within the first quarter of the subsequent year. The external auditor's report shall be submitted to the Governing Council before their adoption.

Article 17

Legal instruments of the ECB

17.1. ECB Regulations shall be adopted by the Governing Council and signed on its behalf by the President.

17.2. ECB guidelines shall be adopted by the Governing Council and signed on its behalf by the President. They shall state the reasons on which they are based. Notification of the national central banks may take place by means of telefax, electronic mail or telex or in paper form.

17.3. The Governing Council may delegate its normative powers to the Executive Board for the purpose of implementing its regulations and guidelines. The regulation or guideline concerned shall specify the issues to be implemented as well as the limits and scope of the delegated powers.

17.4. ECB Decisions and recommendations shall be adopted by the Governing Council or the Executive Board in their respective domain of competence, and shall be signed by the President. They shall state the reasons on which they are based. The recommendations for secondary Community legislation under Article 42 of the Statute shall be adopted by the Governing Council.

17.5. Without prejudice to Article 44, second paragraph, and Article 47(1), first indent, of the Statute, ECB opinions shall be adopted by the Governing Council. However, in exceptional circumstances and unless not less than three Governors state their wish to retain the competence of the Governing Council for the adoption of specific opinions, ECB opinions may be adopted by the Executive Board, in line with comments provided by the Governing Council and taking into account the contribution of the General Council. ECB opinions shall be signed by the President.

17.6. ECB instructions shall be adopted by the Executive Board and signed on its behalf by the President or any two Executive Board members. Notification of the national central banks may take place by means of telefax, electronic mail or telex or in paper form.

17.7. All ECB legal instruments shall be numbered sequentially for ease of identification. The Executive Board shall ensure the safe custody of the originals, the notification of the addressees or consulting authorities, and the immediate publication in all the official European Union languages in the *Official Journal of the European Communities* in the case of ECB Regulations, ECB opinions on draft Community legislation and those ECB legal instruments whose publication has been expressly decided.

Article 18

Procedure under Article 105a(2) of the Treaty

The approval provided for in Article 105a(2) of the Treaty shall be adopted by the Governing Council in a single decision for all participating Member States within the last quarter of every year and for the following year.

Article 19

Procurement

19.1. In the procurement of goods and services for the ECB due regard shall be given to the principles of publicity, transparency, equal access, non-discrimination and efficient administration.

19.2. Without derogation to the principle of efficient administration, exceptions may be made to the above principles in cases of urgency; for reasons of security or secrecy; where there is a sole supplier; for supplies from the national central banks to the ECB; to ensure the continuity of a supplier; and for assets acquired from the European Monetary Institute (hereinafter referred to as the 'EMI').

Article 20

Selection, appointment and promotion of staff

20.1. All members of staff shall be selected, appointed and promoted by the Executive Board.

20.2. Members of staff shall be selected, appointed and promoted with due regard to the principles of professional qualification, publicity, transparency, equal access and non-discrimination. An Administrative Circular shall further specify the rules and procedures for recruitment and for internal promotion.

20.3. The Executive Board may recruit for the ECB members of the staff of the EMI (under liquidation) without specific recruitment rules and procedures.

Article 21

Conditions of Employment

21.1. The employment relationship between the ECB and its staff shall be determined by the Conditions of Employment and the Staff Rules.

21.2. The Conditions of Employment shall be approved and amended by the Governing Council upon a proposal from the Executive Board. The General Council shall be consulted under the procedure laid down in these Rules of Procedure.

21.3. The Conditions of Employment shall be implemented by Staff Rules, which shall be adopted and amended by the Executive Board.

21.4. The Staff Committee shall be consulted before the adoption of new Conditions of Employment or Staff Rules. Its opinion shall be submitted, respectively, to the Governing Council or the Executive Board.

Article 22

Communications and announcements

General communications and announcements of decisions taken by the decision-making bodies of the ECB may be effected through the *Official Journal of the European Communities* and by means of wire services common to financial markets.

Article 23

Confidentiality of and access to ECB documents and archives

23.1. The proceedings of the decision-making bodies of the ECB and of any committee or group established by them shall be confidential unless the Governing Council authorises the President to make the outcome of their deliberations public.

23.2. All documents drawn up by the ECB shall be confidential unless the Governing Council decides otherwise. The Governing Council shall specify the access criteria applicable to ECB documentation and archives. Such a decision shall be published in the *Official Journal of the European Communities*.

23.3. Access to documents held in the archives of the EMI shall be governed by Decision No 9/97 of the Council of the EMI until this is replaced by a Decision of the Governing Council. In view of the liquidation of the EMI,

— all responsibilities of the EMI Council under this decision shall be transferred to the Governing Council,

— all responsibilities of the Secretary-General of the EMI shall be transferred to the Executive Board.

23.4. Documents held in the archives of the Committee of Governors of the Central Banks of the Member States of the European Economic Community, of the EMI and of the ECB shall be freely accessible after 30 years. In special cases the Governing Council may shorten this period.

CHAPTER VI

FINAL PROVISIONS

Article 24

Amendments to these Rules of Procedure

The Governing Council may amend these Rules of Procedure. The General Council may propose amendments and the Executive Board may adopt supplementary rules within its field of competence.

Article 25

Publication

These Rules of Procedure shall be published in the *Official Journal of the European Communities*.

Done at Frankfurt am Main, 7 July 1998.

For and on behalf of the Governing Council

Willem F. DUISENBERG

President