Working Rules for the Industrial Advisory Committee of the “PARTNERSHIP FOR ADVANCED COMPUTING IN EUROPE AISBL” (PRACE)

Version approved by PRACE Council on 15 September 2015

Background

A. These working rules regulate the functioning of the Industrial Advisory Committee (IAC hereafter).
B. Words and expressions used in these working rules in capital letters have the same meaning as the definitions set out in article 1 of the Statutes of the Association. In case of contradiction between the working rules and the PRACE Statutes, the Statutes shall prevail.
C. The working rules were approved at the 11th Council meeting and updated at the 17th Council meeting upon recommendation of the IAC.

Article 1 – General provisions

1. The IAC is composed of 11 members, of which one shall be appointed Chairman and another one Vice-Chairman.

2. The PRACE Council appoints the members of the IAC.

3. The members of the IAC must be senior executive and representatives of the most relevant industrial areas with significant actual or potential interest in HPC, ensuring a fair representation of the wide variety of industrial actors.

4. Members of the IAC could include representatives directly from companies or industrial structured communities/associations.

5. The PRACE Council could appoint external observers as members of the IAC but with no voting rights.

Article 2 – Powers of the Industrial Advisory Committee

1. The IAC is an advisory body of the Council responsible for giving opinions for all matters regarding the relations with industry users and may impact or influence the work and mission of the Association. That includes:
   - Trends and needs related to the domain of industrial HPC resource usage (i.e. applications, products, emerging business models, strategies, training, etc.)
   - Development of new relations with emerging industries
   - Strategies for industrial sectors engagement (from large companies to SMEs).
2. Due to the advisory role of the committee the IAC will interact with other bodies of the PRACE association:
   - Council
   - Scientific Steering Committee
   - Board of Directors

And with external bodies/organizations, upon request of the Council or BoD:
   - Industrial organizations (either at national or European level)
   - ETP4HPC
   - Industrial forums (by industry type)

Article 3 – Meetings of the Industrial Advisory Committee

1. The IAC shall meet whenever necessary and, at least, twice a year. Its Chairman shall call meetings of the IAC.

2. The Chairman of the IAC shall be obliged to call an extraordinary IAC meeting upon request and for legitimate reasons by a simple majority of the members of the IAC.

3. Inasmuch as the Chairman of the IAC does not fulfil his obligation to call a meeting, the Vice-Chairman and also each member of the IAC shall be authorized to call an IAC meeting.

4. The meetings shall be called at least ten business days in advance by email. Nevertheless, a meeting of the IAC is validly called with shorter notice, providing a simple majority of the members of the IAC agree to waive the ten days prior notice. The day when the notice is posted and the day of the meeting shall not be taken into account when calculating this period. For the purposes of these working rules, “business days” refer to working days in Belgium and exclude Saturday, Sunday and legal holidays.

5. The notice shall set out the place and time of the meeting as well as the items on the agenda and, if applicable, motions to be voted on. The documentation for the meeting as far as possible shall be sent together with the notice of the meeting (i.e. ten business days in advance) and no later than three business days before the meeting.

6. The meetings of the IAC shall take place at the registered office of the Association or, considering its international scope, at any other location indicated by the Chairman of the IAC in the notice, even if outside Belgium, provided, in such case, it does not prejudice the right of any member of the IAC to attend the IAC.

7. The meetings of the IAC may also take place through videoconferencing or teleconferencing systems and the Chairman of the IAC, with the support of the PRACE secretariat, will be responsible for ensuring the integrity of the communications. The meetings of the IAC may also take place in writing. Decisions taken by videoconference or teleconference are deemed to come into force on the date of the meeting. Decisions taken in writing are deemed to come into force on the effective date mentioned in the circular letter.
8. At the end of each meeting, minutes shall be prepared and copies of the minutes shall be sent to all members of the internal bodies of PRACE aisbl (Council, BoD, SSC and IAC, for the time being).

9. As a rule, the IAC meetings are private. The presence of the members of the Council, and Board of Directors shall be permitted; however, they shall not have the right to vote. Members of the IAC may suggest the invitation of guests to an IAC meeting by informing the Chairman of the IAC in writing (including by email) at least eight business days in advance of the presence of guests, including name and reasons for their presence. The Chairman shall inform the IAC of any proposed guests at least five business days in advance of the meeting and the attendance of each guest shall be permitted provided it is agreed in advance of the meeting by a simple majority of the members of the IAC. The guests shall be listed in a separate record of attendance filed together with the minutes of the meeting. Guests shall not be entitled to put forward motions or vote.

Article 4 – Chair, Procedure

1. The preparation of the meetings is the responsibility of the Chairman of the IAC, or of a member of the IAC appointed by the Chairman of the IAC.

2. In the event that the Chairman of the IAC is unable to attend the meeting, the Vice-Chairman shall replace him/her. In the event that the Chairman and the Vice-Chairman of the IAC are unable to attend the meeting, the Chairman shall be replaced by one of the members of the IAC attending the meeting appointed by the members of the IAC for such purpose.

3. The Chairman of the IAC shall set the agenda and decide on the order in which items on the agenda are discussed as well as on the order of voting.

4. Items that have not been communicated by the Chairman of the IAC in writing (including by email) at least three business days before the meeting may be discussed if approved by a simple majority of the members of the IAC.

5. The IAC may receive input from the Council Chair or the BoD that must be considered in order to advise the Council.

6. The IAC Chair should report to the Council at the Council meetings.

Article 5 – Resolutions

1. The IAC shall constitute a quorum if at least a majority of members of IAC are present.

2. Each member of the IAC shall have one vote. Resolutions are passed, as a general rule, by simple majority of the votes of the members of the IAC attending the meeting. A tied vote shall mean that a motion is rejected. Abstentions, blank or mutilated votes shall not be counted in the votes cast.

3. As a rule, motions shall be decided upon in an open vote. Votes in face-to-face meetings shall be conducted by a show of hands. In telephone and video conference meetings, the Chairman of the IAC can ask each one of the members of the IAC for their vote for each one of the
decisions. A secret vote may be conducted upon request by any member of the IAC entitled to vote. This request must be introduced at the latest at the beginning of a meeting. In the case of a tele/videoconference, secret votes should be communicated to the Chairman, eg. by phone or email, before the end of the meeting.

Article 6 – Minutes of Meetings

1. Minutes of the meetings of the IAC shall be kept at the registered office of the Association. The Chairman, with the support of PRACE secretariat, will be responsible for preparing and writing the minutes of the meetings. The Chairman of the IAC shall sign these minutes. The draft minutes shall contain the place and day of the meeting, the participants, the items on the agenda, the essence of the discussions and the resolutions. The draft minutes shall be forwarded to each member of the IAC no later than ten business days after the meeting. Amendments to the minutes can be sent up to ten business days before the next IAC meeting.

2. The draft minutes of the meeting, as the case may be with the amendments suggested, if any, shall be approved at the subsequent meeting of the IAC.

Article 7 – Duration of the terms of the Industrial Advisory Committee Members

1. The Council appoints the members of the IAC. For any subsequent terms of appointment, the appointment by the Council can be made based on a list of candidates prepared by the IAC, in consultation with the BoD for the preparation of the list.

2. IAC members not participating in two consecutive meetings of the IAC might be proposed to renounce.

3. As provided in Art. 1, the duration of the term of the members of the IAC is two years, renewable once for the same period of time. The duration of the position of the Chairman and the Vice-Chairman of the IAC is two years. Chairman and the Vice-Chairman can be re-elected once after two years.

Article 8 – Entry into force of the working rules

These working rules shall enter into force on 15 September 2015.