

Carbon Management Europe's bylaws

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Contents

Carbon Management Europe's bylaws.....	1
1 Introduction.....	4
1.1 Status of the document.....	4
2 Organisational structure.....	4
2.1 Carbon Management Europe objectives.....	4
2.2 Organisation structure.....	4
3 Advisory Council.....	5
3.1 Role and tasks.....	5
3.2 Rules of procedure.....	6
3.2.1 Mandate and obligations of members of the AC.....	6
3.2.2 Selection and rotation of members.....	6
3.2.3 Appointment of chair and vice chairs.....	6
3.2.4 Changes in membership during a mandate.....	7
3.2.5 Organisation of meetings.....	7
3.2.6 Representation and quorum.....	7
3.2.7 Admission of third parties.....	7
3.2.8 Decision making.....	8
3.2.9 Establishment of working groups.....	8
3.2.10 Transparency.....	8
3.2.11 Amendment to the rules of procedure and terms of reference.....	8
3.3 Terms of reference.....	8
3.3.1 Guiding principles and values.....	8
3.3.2 Deliverables.....	9
3.3.3 Composition, balance, and inclusiveness.....	9
3.3.4 Member profile.....	9

3.3.5	Method of working.....	10
3.3.6	Carbon Management Europe’s operations and staff.....	10
3.3.7	Honorary Members.....	10
4	Advisory Council Executive Committee	10
4.1	Composition and membership.....	10
4.2	Mandate.....	11
4.3	Rules of procedure:.....	11
5	Carbon Management Europe Working Groups.....	11
6	Networks	12
7	Government Group.....	13
	Annex. General guidelines for the Carbon Management Europe sign-off procedure.....	14

1 Introduction

1.1 Status of the document

This document is the agreed description of the organisational structure and workings of the Carbon Management Europe previously known as the Zero Emissions Platform.

Carbon Management Europe is the official advisor to the European Union on industrial carbon management. Our mission is to accelerate its deployment and the buildout of CO₂ infrastructure to reduce CO₂ emissions and meet Europe's climate neutrality target. Our comprehensive technical work and policy advice builds on a broad and diverse member base, ranging from energy producers and industrial companies to infrastructure developers, technology and equipment providers, financial organisations, academia, research institutions, environmental NGOs, trade unions, and other civil society organisations.

Carbon Management Europe supports the European Technology and Innovation Platform for industrial carbon management (ETIP Carbon Management) under the SET-Plan and collaborates closely with the European Commission.

These Bylaws are complemented by additional guidance and procedural documents adopted by the Advisory Council (AC). Such documents provide further detail on the implementation of Carbon Management Europe's governance, operations, and activities and shall be consistent with these Bylaws.

The following documents form part of Carbon Management Europe's governance framework:

- **Advocacy Guidelines**
- **Grant Application Guidelines**
- **Election and Appointment Procedures**

2 Organisational structure

2.1 Carbon Management Europe objectives

The objectives of Carbon Management Europe are:

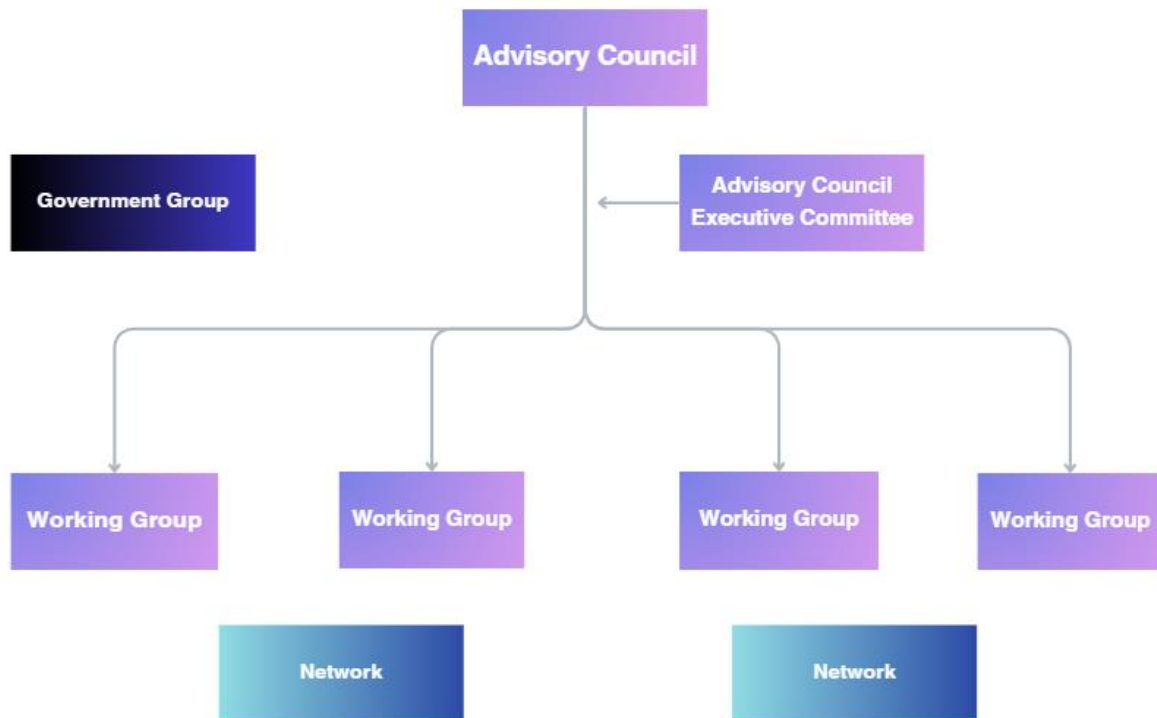
- Determining and creating in the political economy the conditions necessary to reach net-zero GHG emissions in Europe by 2050 with a focus on energy and industrial sectors.
- Demonstrating that the implementation of carbon management technologies at scale now is essential to achieve this goal.
- Accelerating the deployment of large-scale CO₂ transport and storage networks, which enable clean, competitive energy and industrial sectors, including early large-scale clean hydrogen and carbon dioxide removal (negative emissions).

2.2 Organisation structure

The structure of Carbon Management Europe is depicted in the following graph and detailed in subsequent chapters:

- The Advisory Council (AC) is Carbon Management Europe's primary decision-making body, consisting of its members.

- The Advisory Council Executive Committee (AOEC) represents the AC and takes decisions between the AC meetings when the AC is not in a position to do so.
- The Government Group consists of representatives from European governments.
- Working Groups (WG) are formed to deliver specific tasks (e.g. convene discussions, produce technical reports and position papers), based on a Terms of Reference approved by the AC.
- The Carbon Management Europe secretariat supports the implementation of the AC and AOEC decisions and manages the Carbon Management Europe operations.



3 Advisory Council

3.1 Role and tasks

The mission of the AC is to develop and consolidate a joint vision and to facilitate efficient operation of CARBON MANAGEMENT EUROPE, ensuring its strategic relevance within a European and global context. Carbon Management Europe's core purpose is to advise the European Union Institutions on all issues concerning developing and accelerating the commercial deployment of the following carbon management technologies to achieve climate neutrality by 2050 and net negative emissions after that:

- Carbon Capture and Storage (CCS)
- Carbon Capture and Utilisation (where CO₂ is stored in a manner intended to be permanent)

- Bio-Carbon Capture and Storage (BioCCS)
- Direct Air Capture with Carbon Storage (DAOCS)

The role of the AC is to:

- Set overall scope, strategic goals, performance targets and deliverables.
- Steer Carbon Management Europe's operations.
- Seek to advise on public-private partnerships and initiatives.
- Act as a focal point for developing a policy interface between platform operations and policymaking bodies.

3.2 Rules of procedure

3.2.1 Mandate and obligations of members of the AC

AC members agree to commit sufficient time to actively participate in the AC work and to attend all AC meetings. In carrying out their work, AC members shall respect its Terms of Reference (see paragraph 3.3).

AC members shall undertake to act in Carbon Management Europe's interests and declare to the chair any potential conflict of interest that may arise on any matter under discussion.

All Carbon Management Europe members apart from Academia/Research organisations and Civil Society Organisations, will sponsor the Carbon Management Europe secretariat and additional activities through the ZEP Communications ASBL (Belgian non-profit organisation) for services and amounts agreed by the AC.

- The proposal for the budget and sponsoring amounts shall be decided at the latest in December of the preceding year.
- Carbon Management Europe shall seek co-sponsoring from the European Commission.

3.2.2 Selection and rotation of members

The Advisory Council shall appoint its members. Selection criteria will be defined by the AC, based on an offer of commitment, demonstrated experience relevant to Carbon Management Europe's objectives, representativeness, and a track record of high-level management and strategy development. There should be an adequate balance between stakeholders, nationalities, and gender.

As a guiding principle, AC membership should be renewed every three years.

3.2.3 Appointment of chair and vice chairs

The Advisory Council (AC) shall elect from among its members a Chair and five Vice-Chairs, representing the constituencies referred to in Section 3.3.3.

The Chair and the Vice-Chairs shall together constitute the Advisory Council Executive Committee (AOEC).

The election and appointment of the Chair and Vice-Chairs shall be conducted in accordance with the Election and Appointment Procedures as set out.

The Chair shall be elected by the AC for a term of three (3) years, limited to two terms.

Each Vice-Chair shall be elected by a majority vote of the members of the respective constituency for a renewable term of three (3) years.

The names of the Chair and Vice-Chairs shall be made publicly available on Carbon Management Europe's website. Carbon Management Europe strives for an adequate balance between nationalities and gender.

3.2.4 Changes in membership during a mandate

Any new AC member shall be appointed based on the transparent selection criteria mentioned under section 3.2.2

AC members may terminate their membership at any time, by informing the chair in writing. Wherever possible, sufficient notice should be given to allow a suitable replacement to be found.

If members of the AC demonstrate a lack of commitment, such as repeated absences from plenary meetings, they may be asked to resign their membership. The AC will decide whether to appoint replacements for such members.

When the profile of an AC member, regarding the aspects as described in paragraph 3.3.5 (membership profile) of these bylaws, changes significantly, that member is obliged to notify the chair.

In the event of an early vacancy in the position of Chair, an extraordinary election shall be organised without undue delay in accordance with the Election and Appointment Procedures.

In the event of an early vacancy in the position of Vice-Chair, a replacement shall be elected by the relevant constituency in accordance with the same Procedures and shall serve for the remainder of the mandate.

Pending the election of a new Chair, the Vice-Chairs shall ensure continuity of leadership within the ACEC in accordance with arrangements agreed among them.

3.2.5 Organisation of meetings

AC meetings are organised four times per year, and the calendar will be published sufficiently in advance.

The secretariat is responsible for the organisation and facilitation of all Carbon Management Europe meetings, including proposing draft agendas, circulating documentation in a timely fashion, preparation of meeting minutes, and follow-up on actions.

3.2.6 Representation and quorum

Members of the AC are nominated by their organisation.

The personal commitment of members is paramount, and their substitution in meetings is strongly discouraged. Exceptionally, and only with the prior consent of the chair, substitutes or 'proxies' may be allowed to participate, vote, and contribute to the discussions on behalf of the member they are substituting. Substitutes must be at the senior management level.

AC members may seek prior consent to be accompanied to a particular meeting by a technical expert, where justified.

Votes and decisions require the participation of 50% or more of the AC members.

3.2.7 Admission of third parties

The AC may invite other participants to its meetings, as appropriate, e.g. in cases where specialist expertise is required to deal with specific issues. Such invitees shall not enjoy membership rights and may be requested to withdraw from the meeting or parts of it.

3.2.8 Decision making

The chair shall make every reasonable effort to facilitate consensus amongst AC members.

Votes and decisions require participation of 50% or more of the AC members.

If the AC remains divided on an issue, the chair may exceptionally request members to vote. Decisions will be subject to a simple majority vote, with the chair holding the casting vote. The outcome of the vote shall be recorded in the minutes of the meeting.

If necessary, the AC decision may be obtained by a written procedure via email.

- The voting is only valid if the meeting is quorate (participation of 50% or more of the AC members).
- If a member does not reply to the request of casting an email vote, it cannot be assumed that this person is either in favour or against. It can only mean that this member does not participate.
- The conditions must be clearly stated in the email which invites voting, including that if the conditions are not met then a decision has not been reached.
- If responses to the request for an email vote significantly deviate from what was asked, they shall not be taken into consideration.

3.2.9 Establishment of working groups

In carrying out its mandate, in accordance with the Terms of Reference, the AC shall establish Working Groups (WG) and shall approve the appointment of their Co-Chairs in accordance with the Election and Appointment Procedures, as it deems necessary.

The AC shall decide on the mandate and chair(s) for the WGs. The composition of the WGs will be established under the responsibility of their chair(s), who will report to the AC and seek advice where appropriate.

3.2.10 Transparency

The AC shall have a high regard for the transparency of its activities and the need both for inclusivity and to inform all relevant stakeholders of Carbon Management Europe's operations.

In principle, all adopted documents that do not have a confidential nature, including meeting agendas and minutes, relating to the work of the AC, shall be made publicly available on the website.

The AC shall make every effort to consult all relevant stakeholders on documents under preparation that have a general interest.

3.2.11 Amendment to the rules of procedure and terms of reference

The terms of reference and rules of procedure of the AC shall be reviewed – and if necessary, amended – on a three-year basis.

3.3 Terms of reference

3.3.1 Guiding principles and values

The AC will seek to ensure that EU policy objectives, principles and values are fully reflected in target setting and implementation of Carbon Management Europe operations.

The AC will ensure that the results of its activities will be widely disseminated to maximise transparency and encourage inclusion.

3.3.2 Deliverables

The main deliverables that Carbon Management Europe will work towards are:

- Strategic agenda for research and innovation
- Strategy for deployment
- Advise on technology, policy and legislation, economics, and funding
- Initiatives towards investment and business development
- Strategy for international co-operation
- Action plan on safety, codes, and standards
- Action plan for education and training and promoting public awareness.

3.3.3 Composition, balance, and inclusiveness

The AC will be composed of the representatives of Carbon Management Europe members from the following constituencies:

- Energy companies
- Industrial companies
- Technology, Infrastructure and Finance
- Academia and research organisations
- Civil society organisations

The range of members will reflect the need for efficiency and transparency, facilitating a balanced composition of the AC regarding nationalities, gender, and sectors.

The European Commission (EC) will support the development of Carbon Management Europe and participate in Carbon Management Europe 's meetings and events as an observer.

3.3.4 Member profile

Members are expected to hold a management-level position within their organisation. They should contribute actively and meaningfully to the AC. They will need to demonstrate a high degree of commitment to Carbon Management Europe's mission and be able to dedicate sufficient time to support Carbon Management Europe's activities.

In addition, they should have access to authoritative experts of international standing, spanning a wide range of disciplines relevant to Carbon Management Europe. Members should be in a position to influence stakeholders in shaping work programmes, to foster strategic partnerships, and to mobilise resources to support CARBON MANAGEMENT EUROPE's objectives.

3.3.5 Method of working

The AC will maintain a joint vision and direction for Carbon Management Europe . Reports, position papers, policy briefs, consultation responses, and letters will be communicated to the Member States, the European Institutions, and other stakeholders where relevant. These documents will also be made available on the Carbon Management Europe website.

The general guidelines for the Carbon Management Europe sign-off procedure are provided in the annex of these bylaws.

3.3.6 Carbon Management Europe's operations and staff

A Carbon Management Europe Secretary General leads the secretariat, which is responsible for managing Carbon Management Europe operations and *inter alia*:

- Implementation of Carbon Management Europe's strategy and work programme as decided by the AC and ACEC
- Organising and supporting the work of the Carbon Management Europe AC, ACEC, Government Group, WGs and TWGs, etc.
- Organising and supporting Carbon Management Europe's work on external relations, communication, and information dissemination.

3.3.7 Honorary Members

The AC may appoint Honorary Members in recognition of outstanding and sustained contributions to the advancement of industrial carbon management in Europe and to the objectives of Carbon Management Europe .

Honorary Membership is a personal distinction. Honorary Members shall not be members of the AC and shall not hold voting rights, governance responsibilities, or decision-making powers within Carbon Management Europe. Honorary Members may be invited to attend Carbon Management Europe meetings and events as observers, at the discretion of the Chair and the Secretariat. Honorary Members shall not count towards quorum and shall not formally represent any constituency.

Nominations for Honorary Membership may be submitted by AC members following a call for nominations organised by the Secretariat. Nominations shall include a written justification outlining the candidate's relevant contributions. Honorary Members shall be appointed by the AC in accordance with the decision-making provisions set out in section 3.2.8.

As a general principle, no more than one Honorary Member shall be appointed per calendar year, unless the AC decides otherwise in exceptional circumstances. Honorary Membership is conferred without a fixed term limit. The AC may withdraw Honorary Membership where circumstances so warrant, in accordance with section 3.2.8.

4 Advisory Council Executive Committee

4.1 Composition and membership

The members of the AC will select a chair and five vice-chairs. Together with the chair, the vice-chairs constitute the ACEC. The vice-chairs each represent constituent member groups of Carbon Management Europe :

- Energy companies
- Industrial companies
- Technology, infrastructure and finance

- Academia and research organisations
- Civil society organisations

The chair of the AC is also the chair of the ACEC. The chair will be elected by a majority vote of all AC members. The vice-chairs will be elected by a majority vote of the members of their respective constituent group. Members of ACEC will serve for a renewable three-year period.

The detailed procedures governing the election, eligibility, review of candidacies, voting thresholds, and replacement of ACEC members shall be set out in the Election and Appointment Procedures.

The names of Carbon Management Europe's chair and vice-chairs shall be made public on Carbon Management Europe's website.

4.2 Mandate

The ACEC is, in general, responsible for initiating and steering processes within Carbon Management Europe on behalf of the AC, when the AC is not in the position to do so. This is based on the following delegated decision-making power by the AC:

- The ACEC will act on behalf of the AC on urgent issues
- The ACEC will not take action or decisions that, by the judgement of the ACEC, are contentious, unless urgency makes it impossible to await a meeting by the AC. Where potentially controversial decisions need to be taken by the ACEC, the Vice-Chairs must consult with their constituencies beforehand.
- The ACEC is accountable to the AC for all its actions and decisions.
- Decisions adopted by the ACEC between two AC meetings are shared for information at the following AC meeting, and do not require a dedicated AC endorsement.

ACEC members shall register as members of ZEP communications ASBL in order to safeguard the interests of the AC members of Carbon Management Europe.

4.3 Rules of procedure:

Meetings of the ACEC will be planned as needed to progress Carbon Management Europe's operations. Records of these meetings will be circulated at the following AC meeting for its information and approval.

Decisions of the ACEC require participation of at least 2/3 of the ACEC members and shall preferably be taken on a consensus basis. If this is not possible, the decisions will be the subject of a qualified majority vote and require the minimum support of 2/3 of the ACEC members. Any decision made by the ACEC will be communicated at the successive AC meeting. The decisions taken by the ACEC can be undone by a 2/3 majority vote by the AC members. The outcome of the vote shall be recorded in the minutes of the meeting.

ACEC members shall make every reasonable effort to participate in ACEC decision-making processes.

5 Carbon Management Europe Working Groups

Working Groups are a forum where interested members who are willing and able, can work collaboratively on the work programme decided by the AC. Membership should have balanced representation from Carbon Management Europe's constituency groups and is open to all stakeholders interested in the development and deployment of carbon management technologies in Europe.

A good balance between Carbon Management Europe constituency groups should be ensured in WGs.

Have a minimum of two co-chairs, preferably from different Carbon Management Europe constituencies. The co-chairs participate in the regular ACEC meetings.

Meet on a regular basis, as jointly determined by the co-chairs and Carbon Management Europe Secretariat.

Provide qualitative assurance of the work generated by the WG and liaise directly with the AC to carry out priorities.

Carbon Management Europe member representatives who would like to become members of a WG are invited to contact the Carbon Management Europe secretariat. Membership in the WGs is decided by the secretariat in cooperation with the WG co-chairs respectively.

Chairing of the working groups

Each Working Group shall normally have at least two Co-Chairs, preferably drawn from different Carbon Management Europe constituencies in order to ensure balance and inclusiveness.

Co-Chairs must be representatives of Carbon Management Europe member organisations and shall act in the interest of Carbon Management Europe as a whole.

The nomination, review, and approval of Working Group Co-Chairs shall be conducted in accordance with the Election and Appointment Procedures adopted by the AC.

Working Group Co-Chairs shall be approved by the AC and shall serve for a term determined by the mandate of the respective Working Group.

Should a Co-Chair demonstrate a lack of commitment or repeated failure to attend meetings, the AC may appoint a replacement in accordance with the same Procedures.

6 Networks

Networks are a collective of Carbon Management Europe members and non-members who meet on a regular basis to discuss topics of interest and updates to work produced by Carbon Management Europe.

Networks may include Carbon Management Europe members and non-members.

Networks shall:

- Facilitate discussion on topics relevant to Carbon Management Europe 's work and strategic objectives.
- Disseminate outputs and updates approved by the AC;
- Provide input and external perspectives to inform Carbon Management Europe activities.

Networks shall not adopt formal positions, produce official Carbon Management Europe deliverables, or engage in decision-making.

The Secretariat shall organise and coordinate Network activities, in consultation with relevant Working Group co-chairs where appropriate.

The AC may define additional modalities for the establishment, operation, or termination of Networks as necessary.

7 Government Group

Carbon Management Europe Government Group (GG) operates independently from the AC.

The GG appoints its own members and meets regularly, at its own discretion. It maintains a record of its meetings. Meetings can only be attended by invitation. The GG is supported by the Carbon Management Europe secretariat.

All members of the GG will be invited to attend AC meetings.

Annex. General guidelines for the Carbon Management Europe sign-off procedure

APPROVING CARBON MANAGEMENT EUROPE CONTENT (REPORTS, POLICY BRIEFS, POSITION PAPERS, CARBON MANAGEMENT EUROPE'S LETTERS)

1. Reports fall under the responsibility of the respective Working Groups.
2. Co-chairs of the Working Groups should allow more time to approve policy items where Carbon Management Europe members' views diverge, and achieving an agreement is more challenging.
3. Members must respect deadlines.
4. When members cannot agree on a common position, the Working Group Co-chairs are responsible for finding a solution or asking the ACEC for guidance.
5. Where urgent policy reactions are needed, the Secretariat can act quickly whilst consulting the ACEC and the relevant WG. However, such material should build on existing positions and agreed language. The WG leads the development of new positions, and its Co-chairs need to act swiftly - the Co-Chairs judge whether the sign-off times (below) can be shortened.

Approval procedure

- A) Drafting phase: either the secretariat or members draft a policy brief, position paper, letter, or report, with one WG in the lead.
- B) Review of the first draft: five working days.
- C) Review of the second draft (if relevant): three working days
- D) Approval of the final product: ACEC, two working days.

CO-SIGNING THIRD-PARTY LETTERS

Carbon Management Europe is regularly asked to support or co-develop letters written by a third party. In these matters, the below approval procedure should be followed.

Joint writing of a letter where a third party prepares the first version:

- A) Review of the first draft: five working days. P&F WG is in the lead, supported by additional WGs if necessary.
- B) Review of the second draft (if relevant): three working days.
- C) Approval of the final product: ACEC, two working days.

Co-signing of a letter where no textual changes are allowed:

- A) Approval of the final product: Led by the ACEC, with consultation of the co-chairs of the WG and other WGs, where relevant: two working days.

AUTHORED BLOG POSTS

The Carbon Management Europe website can include blog posts from authors who are not members of the Carbon Management Europe Secretariat. The posts can cover any topic related to Carbon Management Europe's work.

Submission process

Authors who are not part of the Carbon Management Europe Secretariat must submit a complete draft, including the full text, relevant images, and all references, to the Secretariat. Submissions should be made at least 20 days before the intended publication date to allow sufficient time for review and approval from Carbon Management Europe's Secretariat and the relevant Working Group. If the post is authored by a Secretariat team member, it is submitted directly to the relevant WG.

Approval procedure

The WG leads the review process, although co-chairs from other Carbon Management Europe WG may be consulted where relevant.

If the WG provide no comments and/or edits after 5 working days, the blog post is considered approved. If the WG provides comments and/or edits, the Secretariat shall implement them and provide a second draft to the WG for review. If the WG provides no comments and/or edits after 3 working days, the blog post is considered approved.

In the case of disagreement among WG members, the ACEC will be consulted for review. If the ACEC does not provide any comments and/or edits within 3 working days, the Secretariat is entrusted to find a compromise and approve the final version. In such instances, the Secretariat may consider adding a disclaimer.

Once the blog post is approved, the Secretariat will post it on Carbon Management Europe's website according to the Secretariat publication schedule. An email notification will be sent to the WG and to the blog post's author once it is published.

CONSULTATION RESPONSES (EC PUBLIC CONSULTATIONS, CALLS FOR EVIDENCE, AND STAKEHOLDER SURVEYS)

Approval procedure

- A) Drafting phase: the Secretariat drafts the public consultation, call for evidence, or stakeholder survey response with the relevant WG in the lead.
- B) Review of the first draft: five working days.
- C) If necessary, review of the second draft: three working days.
- D) If necessary, review of the third draft: 2 working days
- E) In the last 3 to 5 working days preceding the closing date of a consultation or survey, the Secretariat is entrusted with making final decisions in consultation with the P&F WG co-chairs. These final decisions and potential edits should reflect the diversity of views expressed by Carbon Management Europe's constituencies while also presenting a coherent, evidence-based and forward-looking position that demonstrates both technical rigour and fairness.