



**MEDITERRANEAN  
RAIL FREIGHT CORRIDOR**  
Spain-France-Italy-Slovenia-Croatia-Hungary

# Internal Regulations of the European Economic Interest Grouping for Mediterranean Rail Freight Corridor

## 2.0



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## **1 Object**

The EEIG Internal Regulations complements the Statute of the European Economic Interest Grouping for the Mediterranean Rail Freight Corridor (hereinafter "the EEIG") signed by the members on the 11<sup>th</sup> of October 2018 and enclosed hereby, and details the organization and the functioning of the EEIG.

In particular, focus is given to the following topics:

- Organization of the EEIG and Governance of the Rail Freight Corridor;
- Operating Procedures of the EEIG;

In the event of conflict between the Statute and the present document, the Statute will prevail.

## **2 Organization of the EEIG and Governance of the Rail Freight Corridor**

The EEIG has its registered Office in Milan (Italy), via Ernesto Breda 28. Its organizational structure consists of the following:

- General Assembly (GA);
- Managers of the EEIG;
- Permanent Management Office;
- Coordination Group;
- Working Groups;
- Any other permanent or temporary body established by the General Assembly in compliance with the Statute.

In compliance with Regulation (EU) 913/2010 the EEIG will cooperate in the development and management of the Mediterranean Rail Freight Corridor with its Executive Board and with the Terminals' and Railway Undertakings' Advisory Group, hereafter "TAG" and "RAG", as detailed in points 2.7 and 2.8.

## **2.1 General Assembly**

The General Assembly, hereafter "GA", is the decision making body of the EEIG and acts also as Management Board, hereafter "MB", of the Mediterranean RFC, in accordance with Regulation (EU) 913/2010.

### **Representatives**

The GA consists of one representative for each Member of the EEIG, as provided for by art. 12 of the Statute.

Each Member is represented either by its legal representative, or by a representative who must hold a written authorization specifying his (her) authority to represent and prove his (her) identity to the President of the General Assembly.

### **General Assembly meetings**

The GA shall be organised regularly, at least once a year for the approval of the EEIG's financial statements and following year's budget, at the headquarters of the EEIG.

In exceptional and justified cases, GA meetings can take place in a different location from the EEIG registered office.

The GA is the only body entitled to make decisions on the topics as described in article 12 of the statute.

The functions of the President of the General Assembly, in case of his (her) absence or inability, are exercised by the Vice-President who is one of the member representatives elected to chair this specific General Assembly session.

Further meetings for the Management Board of the Corridor can be organized during the year, to monitor and steer the Corridor's activities and duties, as foreseen by European Regulation 913/2010, but without the duty to record the minutes of the meeting at the Chamber of Commerce of Milan.

### **Video and telephone conference**

The GA can also meet by video or telephone conference.

GA meetings held by telephone/video conference shall be conducted in the same manner as if the parties appeared in person, and the President may exercise all the powers consistent with the functions of the GA.

The President shall begin all meetings conducted by telephone/video conference by stating on the record the identities of all the attendees. The decisions taken during the telephone

conferences shall be valid and applicable only after a written approval of the minutes of the meetings.

### **Minutes**

The minutes of the GA's meeting shall be written by the secretary of the meeting, who is appointed among the attendees, at the beginning of each meeting. Minutes shall be drafted within 15 (fifteen) calendar days after the meeting. All related documents will be attached to it. Members will have 15 (fifteen) calendar days to make and communicate to the other Members their written comments to the document, unless differently decided in the GA. All minutes will be written in English, and the GA's minutes will be translated into Italian, with formal asseveration when requested by law.

When it is foreseen the recording of the minutes at the Chamber of Commerce of Milan (e.g. Balance sheet approval/registration; Auditor and Managers registration) they will be approved by written procedure as described below, within 20 (twenty) calendar days (10 days for minutes' drafting and 10 days for members' review) so to allow the asseverated translation and the recording within 30 (thirty) calendar days, as foreseen by the Italian law. In all the other cases the minutes of every meeting shall be approved at the following meeting.

After the approval, the minutes of GA's meetings will be printed in the Company records as per Italian law's rules, and will be kept in the EEIG's premises.

### **Voting rules and participation in the General Assembly**

The voting system is described in art. 12 of the Statute. In addition, the following provisions shall apply:

- a. according to art. 12 of the EEIG Statute, the vote must be expressed on each proposal;
- b. non-voting shall be considered as abstention.

Only the representatives of the Members are entitled to vote. The President and the Vice-President are only entitled to vote if their company is not represented by another person in the GA.

Other persons may be allowed to attend the General Assembly with the agreement of all participants but they are not entitled to vote.

The minutes of the meetings should include a clear text of each decision taken.

**Vote by written procedure**

Unless provided otherwise by the law, Members may approve resolutions without calling for a GA meeting (for example by letter, telegram, e-mail or fax), provided that voting rules described at art. 12 of the EEIG Statute are applied.

The vote by written procedure can be approved during a General Assembly or a Management Board meeting or requested by the Managing Director to the President of the Assembly. In the latest case, the evaluation if the vote by written procedure can be applied is a responsibility of the President, who will motivate the grounds of such decision in writing. For the vote by written procedure, the following steps shall apply:

- a. on request of the President, the Managing Director of the PMO will draw up a document describing the items that the GA is going to discuss. He/she will indicate, explain and argument each item to be voted on with the voting options and related consequences. When necessary such document will be combined with the relevant supporting documents.
- b. when applicable, the document will describe the reasons that motivated the President to proceed with the vote by written procedure.
- c. the document and the supporting documents shall be forwarded by the President or by the Managing Director on behalf of the President to the legal representatives of the Members, with copy to the delegated representatives of the Members and other parties who are allowed to participate to the meeting, by registered letter or fax or by e-mail with proof of receipt.
- d. the representatives of the Members shall express their decision about the items contained in the above-mentioned document and shall forward their answers to the President of the Assembly and to the Managing Director.
- e. the answers shall be forwarded by registered letter, or fax or e-mail, by the deadline indicated by the President. The date cannot in any case be set prior to 10 (ten) calendar days from the day of receipt of the documents.
- f. the vote can be revoked by a statement, to be forwarded within the term indicated for voting.
- g. The President of the Assembly or the Managing Director on behalf of the President will collect the answers arrived from the Members and shall report on the results, in terms of decisions reached and results of the voting in which a decision was not achieved.

- h. The President of the Assembly or the Managing Director on behalf of the President will then forward to the representatives of the Members and to the Managers, the communication of the voting results.

### **Convening of General Assembly meetings**

As provided in art 12 of the Statute, the GA is convened, among others, by the President, or, if unavailable, by one of the Managers.

A Save the Date notice will be sent by the Managing Director to all the Parties involved, after the convocation of the new meeting and in any case not later than one month before the planned date, with the address, date and time of the GA meeting and a very draft agenda, so to allow travel arrangements.

The notice of convocation shall contain, in addition, the preliminary agenda of the items to be discussed and shall be sent at least 3 calendar weeks before the meeting.

The final draft of the Commented Agenda and related documents shall be sent by the Managing Director at least 10 calendar days before the meeting.

### **Communication of the General Assembly**

The communication between the Executive board, GA and advisory groups are performed by the President in accordance with article 12 of the statute, in cooperation with the Managing Director.



## **2.2 President of the General Assembly**

The President of the General Assembly has an institutional role and is in charge for the following tasks:

1. He/she chairs the meetings of the GA,
2. He/she convenes the meetings of the GA,
3. He/she performs the tasks assigned to him for votes by written procedures,
4. He/she is in charge of the communication between the Executive board, the GA and the advisory groups, in cooperation with the Managing Director;
5. He/she supervises the respect of the statute and the proper implementation of GA, and together and in agreement with the Managing Director represents the GA towards the Corridor's Stakeholder;
6. He/she is entitled to act as a spokesperson of the Mediterranean RFC in high-level meetings and events and before the EU, in cooperation with the Managing Director.

He/she is not full time dedicated to the EEIG. The GA can evaluate the reimbursement of travel expenses borne for his/her activity within the EEIG, providing the proper allocation within the Annual Budget.

At least two months before the end of his/her term, the President shall initiate a decision by convening a meeting of the GA or calling for a written procedure, so that a successor can be elected in due time before the end of his/her term.

### **2.3 Managers of the EEIG**

The EEIG Managers are classified into three main roles:

- The Managing Director,
- The Deputy Director and
- The 3<sup>rd</sup> Manager.

The Managing Director and the Deputy Director are part of the PMO and their missions and responsibilities are defined in the Statute and detailed in chapter 2.4.

The Managers are in charge of ensuring that the following tasks are performed:

- all EEIG administrative tasks;
- GA decisions/guidelines implementation;
- fulfil all other obligations as set out in the Statute (art.13 §.3).

The Managing Director, the Deputy Director and the third Manager, with the joint signature of at least two of them, commit and represent the EEIG, in compliance with art. 20 of CEE (EEC) Regulation n. 2137/85 and are the legal representatives of the EEIG as foreseen by Italian and European laws, in charge of representing the EEIG for any legal, labour and fiscal matter.

The third manager acts when either the Managing Director or the Deputy Director are unavailable and for signing the Managing Director and Deputy Director's secondment contracts.

## 2.4 Permanent Management Office (PMO)

A Permanent Management Office (hereinafter PMO) is set up in Milan (Italy), via Ernesto Breda 28, for the functioning of Mediterranean Rail Freight Corridor.

The PMO staff is selected among the candidates promoted by the Members or searched on the market, according to selection criteria specifically agreed; each Member is responsible for the contractual relationship with its candidate selected for the PMO and the EEIG.

Terms and conditions of employment for PMO staff are defined through specific agreements in force between the EEIG and the Member promoting the candidate and according to a contract to be approved by the GA and signed by two EEIG managers.

The maximum amount indicated in each agreement, according to GA decisions, covers all the costs of the assigned staff, except for the expenses covering business travels of the PMO staff for participating to meetings/events connected to corridor activities. These travel expenses will be directly paid by the EEIG in compliance with the annual budget approved by the GA. Possible daily allowances are not included in travel expenses but will be part of the staff costs as reported above.

The PMO is led by the EEIG Managing Director and it is composed of other dedicated resources. It consists of one Infrastructure Advisor (who is also the EEIG Deputy Director), one C-OSS leader, one Project Manager and one Office Assistant.

The working language of the PMO is English.

In order to ensure operational efficiency, the PMO staff (including the Managing Director) may cover each other at the post for various reasons of absence (annual leave, health leave, concurrent commitments etc.).

### Managing Director

He/she is one of the EEIG Managers and a full-time manager dedicated to the EEIG/PMO. He/she leads the PMO and he/she is in charge of the management of the technical and operational activities of the EEIG arising both from the Regulation (EU) 913/2010 and the decisions and guidelines defined by the GA.

In case it is needed, a power of attorney can be given by the IMs to the MD to be the TAX representative of the IM in order to fulfil the fiscal obligations due to the EEIG activities.

The objectives and mission of the Managing Director are defined by the GA. Among these objectives and mission, he/she:

- drafts the EEIG yearly budget with the support of the other Managers;
- is responsible for leading and managing the permanent management office (PMO) staff in line with the budget adopted by the GA;
- submits proposals to the GA for changes in the EEIG organization, gives arguments for recruitment of new permanent/temporary staff and secondment;
- sets objectives and deadlines to the team of the PMO and provides guidance;
- provides regular and constructive feedback on performance of the team so as to motivate staff and contributes to their professional development;
- coordinates Working Groups' activities with the support of the PMO;
- convenes and leads the Meetings with the Advisory Groups of Railway Undertakings and Terminal Owners/Managers;
- is responsible for the preparation of bids for European co-financing;
- reports to the GA and to the Executive board on the progress of the EEIG activities;
- ensures that appropriate information on decisions taken by the GA and by the Executive Board are timely delivered to all the EEIG members and concerned groups;
- cooperates with the President to the organisation of GA meetings;
- participates to public events aimed at communicating corridor achievements;
- represents, together with the President of the General Assembly, the Management Board in the meetings with the Executive Board and the European Commission, RNE, and other international organisations;
- promotes actions towards the Members to ensure the achievement of technical and operational interoperability along the corridor with the support of the PMO;
- takes care of proposing and if accepted performing new studies in addition to the Transport Market Study and, if possible and useful, coordinates them with the other corridors and the Core Network Corridor.

The Managing Director can be substituted in case of necessity, upon his written authorisation, by any one of the other two Managers. He can be substituted also by any one of the PMO staff without autonomous decisional power, in case of technical or operational activities, always upon his written authorisation.

### **Infrastructure Advisor/Deputy Director**

He/she is one of the EEIG Managers and a full-time manager dedicated to the EEIG/PMO.

He/she is responsible for the tasks described below concerning the infrastructure activities of the EEIG/PMO; He/she is in charge of:

- reviewing and updating the Corridor Information Document (CID) Books in line with the current version of RNE Common Structure, with the support of Infrastructure WG;
- supporting the Managing Director in drafting the geographical description of the corridor, i.e. the corridor routes and the network of terminals;
- reviewing and regularly updating Transport Market Study;
- supporting the Managing Director in the meetings with the Advisory Groups;
- supervising all the infrastructure activities required for the fulfilment of the provisions of the Regulation (EU) 913/2010;
- managing and coordinating the Corridor Train Performance Monitoring;
- managing and coordinating the development and yearly update of MED RFC ICM Re-Routing Scenarios
- managing and participating to disruption management processes;
- managing and coordinating the Corridor Information Platform (CIP) activity, as a member of Change Control Board (CCB) of CIP;
- Chairing the Traffic management and TPM working group and following-up its results;
- Taking any other initiative that leads to the improvement of traffic and performance management on the corridor.

The Infrastructural Advisor/Deputy Director can be substituted in case of necessity, upon his written authorisation, by any one of the other two Managers. He can be substituted also by any one of the PMO staff without autonomous decisional power, in case of technical or operational activities, always upon his written authorisation.

### **C-OSS Leader**

The C-OSS leader is a full time professional having the following tasks; he/she:

- acts as the One-stop-shop for application for infrastructure capacity as defined in article 13 of Regulation (EU) 913/2010.
- establishes connections with all national OSSs along the corridor and the other RFC C-OSSs;
- reviews and updates CID Book 4, Capacity Management and TCR chapters;
- is responsible for TCR Corridor related activities;
- promotes actions towards the members to ensure the coordination of works along the corridor.

The detailed operational rules of the C-OSS are defined in CID Book 4 approved by the GA.

**Project Manager:**

The Project Manager is mainly responsible for the coordination of Corridor development projects and supports the Managing director in the reporting and application procedures for funding instruments.

The main tasks are:

- Coordination and / or monitoring of Corridor studies, projects and pilots;
- Reporting of the Actions financed by the European Commission or other entities;
- Preparation of the necessary documents and collection of reporting materials;
- CIP Development Group participation;
- CIP content manager and coordinator of the national experts;
- User Satisfaction Survey obligation fulfilment as provided for by EU Regulation 913/2010;
- Attendance to EU ad hoc working groups involving corridor, on behalf of the Managing Director with a written mandate and without autonomous decisional power.

**Office Assistant:**

The Office Assistant is responsible for the administrative management of the office, supports the communication & marketing related activities and the PMO staff in all the operational and administrative issues including:

- Communication and marketing activities;
- PMO travel arrangements;
- PMO financial management (collection of invoices, bank documents, payment organization together with the managers, relation to the accountant, auditors and banks);
- Cash management and reimbursements;
- ICT support (software licences, hardware purchases and maintenance);
- PMO meetings organisation (Tag/Rag meeting, General Assembly, Working Group meeting)
- Office management;
- Office supplies management;
- Purchasing and relation with the suppliers;
- Customer Satisfaction Survey support;
- Co-chairing the Communication WG;
- Drafting the EEIG's Annual Report.

## **2.5 Coordination Group**

The Coordination Group, hereafter CG, consists of representatives of the Members of the EEIG. It is chaired by the Managing Director and carries out the following activities:

- ensures a high-level general follow-up and coordination of the activities defined by the GA of the EEIG, in cooperation with the Managing Director of the PMO;
- contributes to prepare the decisions of the GA and to their implementation;
- advises and supports the PMO;
- ensures an efficient communication flow between the EEIG (GA, Managers, PMO, Working Groups) and the internal structures of IM/AB Member of the EEIG, acting as contact point between national and corridor level;
- carries out any other activity delegated by the GA;
- proposes the location and agenda of the Advisory Groups.

This Group shall meet regularly, by phone calls or physical meetings. The Coordination Group meets at least twice a year at the EEIG premises or in videoconference.

## 2.6 Working Groups

The Working Groups are coordinated by the staff of the Permanent Management Office unless differently stated in this chapter.

Each Working Group is composed of experts appointed by the Members of the EEIG. *Ad hoc* working groups or task forces for temporary or new projects can be established by the GA.

Current permanent Working Groups are established as follows:

### Infrastructure WG

Infrastructure WG is coordinated by the Infrastructure Advisor and is in charge of supporting EEIG activities for the infrastructural aspects; the main tasks are the following:

- cooperate to the draft of Corridor Information Document (CID) Books;
- review and update Chapter 2/Corridor description (lines and terminals) and Chapter 6/Investment Plan of MED RFC of the Implementation Plan;
- identification of bottlenecks along the corridor;
- follow up of the Capacity Study;
- review and regular update of the Transport Market Study;
- support CIP implementation for the infrastructural issues together with CIP representatives.

### C-OSS WG

C-OSS WG is coordinated by C-OSS Leader and it assists the C-OSS in the coordination of the path requests and in the construction of the PaPs (Pre-arranged Paths).

Moreover, it is in charge of the following tasks:

- Analysis of current traffics and possible developments;
- Coordination of Pap offers before each publication (annual and Reserve Capacity);
- Analysis, definition and follow up of new products and projects along the Corridor (Short Term products, TimeTable Redesign, feasibility studies...);
- Providing National figures enabling the assessment of the corridor activity in comparison with the whole traffic and contributing to KPI calculations;
- Proposing corridor objectives regarding Corridor's products;
- Review and Update Corridor Information Document - Book 4, Capacity and TCR chapters;



### **TCR working group**

The TCR WG is coordinated by C-OSS Leader and it assists the C-OSS in the coordination of works. The TCR Coordinator will facilitate and stimulate when necessary coordination of TCRs by:

- promotion and coordination of works along the corridor aiming at minimizing traffic disruptions;
- enhancing the necessity for IMs to harmonise TCRs;
- following the output of bilateral meetings taking place along the corridor;
- triggering additional harmonisation of TCRs, when necessary;
- ensuring common publication of TCRs twice a year on Mediterranean website;
- ensuring the link between RNE TCR group and all IMs of the corridor and especially in following the development of RNE TCR Tool.

### **Traffic Management/Train Performance Management WG**

Traffic Management/Train Performance Management WG is coordinated by the Infrastructure Advisor and it is in charge of supporting EEIG activities for traffic management and train performance aspects; the main tasks are the following:

- harmonization of national approaches in order to set up a Corridor Model for Traffic Management;
- if requested by the GA, definition of Traffic Management Priority rules;
- any other MED RFC Traffic Management topics;
- punctuality KPIs;
- monthly/yearly performance report of the corridor;
- management of the overall TPM process;
- review and update of MED RFC TPM Guidelines;
- development and yearly update of MED RFC ICM Re-Routing Scenario

### **ERTMS WG**

ERTMS WG is coordinated by the ERTMS Leader and it is in charge of supporting EEIG activities for Electronic Train Control System and signalling issues; the main tasks are the following:

- collection of National requirements to be exported to ERTMS (no deviation from Technical Specification of ERTMS);
- definition of a harmonized authorization procedure for putting in service (trackside cross border section-on board) along the corridor in strong cooperation with the involved NSAs (National Safety Authorities);

- harmonization of operational rules along the corridor;
- operational test case definition and management;
- bilateral activities in order to obtain dynamic transition at border;
- exchange of technical results from National ERTMS Pilot lines (e.g. Italian and Slovenian Pilot lines);
- operational sub-group activities.

### **Financial WG**

Financial WG is coordinated by the Managing Director and it is in charge of supporting EEIG activities for the financial aspects.

The main tasks assigned are the following:

- analysis of the EEIG budget;
- analysis of the EEIG cash flow;
- analysis of the EEIG balance sheet;
- advising the Coordination Group and the General Assembly members on financial topics.

The Managing Director will take care of accountant's participation to the meetings of the WG when requested by any member of the Financial Working Group.

### **Communication WG**

The Communication WG is coordinated by the Office Assistant and it is in charge of supporting EEIG activities for the Communication, Marketing and Merchandising aspects.

The main tasks assigned are to cooperate the following tasks:

- development and update of the Med RFC website;
- development and update of the Corridor Information Document layout;
- organization of public events and communication events;
- selection of Med RFC merchandising;
- development and preparation of the communication material of the Corridor (brochure, informative maps, Annual Report, posters, Roll-up...).

## **2.7 Executive Board**

The Executive Board does not belong to the internal organisation of the EEIG, but takes part to the more general governance of a Rail Freight Corridor, as provided by article 8 of the Regulation (EU) 913/2010 and by article 2 – “Object” of the Statute.

The EXBO (representatives of the ministries of transport of the member States) is responsible to define the general objectives, supervising and taking measures relevant to the activities of the Mediterranean Rail Freight Corridor.

## 2.8 Advisory Groups

The Advisory Groups do not belong to the internal organisation of the EEIG, but takes part to the more general governance of a Rail Freight Corridor.

In compliance with Regulation (EU) 913/2010 and with article 12 of the Statute, two Advisory Groups are set up within the Corridor:

**Railway Undertaking Advisory Group (RAG):** composed of RUs and non-RUs applicants interested in the use of the Corridor.

**Terminal Advisory Group (TAG):** composed of managers and owners of the terminals of the Rail Freight Corridor including, where necessary, sea and inland waterway ports.

These AGs may issue an opinion on any proposal by the GA, which has direct consequences for them. They may also issue their own-initiative opinions. The GA shall take any of these opinions into account. The Advisory Groups' opinion has to represent both majority and minority opinions.

The voice of customers is taken into account via the Terminal and the Railway Undertakings Advisory Groups. Participation to AGs is on a voluntary basis. Advisory Groups' meetings are organized by the PMO on GA decision in form of common TAG-RAG meetings two times per year, one on the Eastern part and one on the Western part of the Corridor.

One representative for each Advisory Group is nominated as Spokesman (RAG Spokesman and TAG Spokesman), with the duty to coordinate the discussion within the Group and to present AGs positions to the Corridors bodies (GA, EXBO, PMO).

Advisory Groups members have a dedicated area in the Mediterranean RFC website, where all the materials under consultation are available.

### 3 Operating Procedures of the EEIG

#### 3.1 Cash Management Procedure

The management of the EEIG cash is under the responsibility and control of the Managing Director. The management of cash is done through the rechargeable Corporate Credit Card issued for the exclusive use of the Managing Director on behalf of the EEIG. The EEIG card is recharged via bank transfer with the joint signature of the Managing Director and at least one other of the two other Managers of the EEIG. The EEIG Credit Card is recharged when necessary for effective cash management with single bank transfer not exceeding € 1.000. In order to limit the risk of damage resulting from theft and loss, the EEIG Credit Card may be loaded to a maximum amount of € 2,000.

The use of cash is limited to the following cases:

Reimbursement of costs paid by the EEIG staff when they are out of the office on behalf of the EEIG under authorization of the Managing Director (hotel related expenses, train tickets, flight tickets, bus/metro tickets, taxi, restaurants, bars etc.);

Expenditures (administrative / EEIG staff) of limited amount according to the list included in the following page;

Payments of bulletins related to EEIG activities (e.g. bulletin to be paid to the anticorruption authority according to the traceability law in force).

Cash payments can be made through direct payment with the EEIG Credit Card, cash withdrawn at any ATM with the EEIG Credit Card, cash anticipated by the EEIG Staff and cash expenses anticipated with EEIG Staff personal Credit card. The maximum limit for each expense with cash is 1.000 €. All expenses must always be pre - approved by the Managing Director. Refunds (with the limitations provided by all the applicable EEIG procedures) of expenditures made by EEIG staff may be authorized by the Managing Director only after presentation of a receipt or invoice. All cash disbursements must be recorded on the "first note" register where all individual outputs (via credit card or cash) listed and consecutively numbered are registered. The outputs relating to the EEIG travel reimbursements shall be registered on the form Note Expenditure to be signed by the applicant and countersigned by the Managing Director who authorizes like this the reimbursement with the limits described in line with the Procedure RFC6-3-business travel/trip;

The EEIG Cash, when available, is stored in the following ways:

In the safe of the EEIG managed by the Office Assistant;

Through direct management by the Managing Director;

Combination of the two previous points;

Regardless of the availability of cash, (safe, cash, credit card available at the disposal of the Managing Director), if necessary (e.g. Insufficient amount of cash, safe not available etc.), the Managing Director may anticipate cash account of expenses within the limits described in this procedure in the manner it deems appropriate and subsequently make a refund on presentation of invoice. It is implied the principle that all cash disbursements must be supported by receipts and / or invoices for expenses made exclusively for the activities and interests of the EEIG all previously approved by the Managing Director.

The items that can be purchased through this procedure are only the ones of minimum value (less than 1.000 €) that according to the "Determinazione n. 4" of the 7th of July 2011 of the Anti-corruption Authority, are excluded from the financial traceability therefore are not considered "public procurement" but "purchasing items" are listed below (as non-exhaustive list):

- Taxi;
- Bus, metro ticket;

- Car fuel;
- Car rent;
- Bar/café;
- Restaurants;
- Hotels;
- Catering;
- Beverages;
- Internet and phone subscriptions;
- Office furniture and accessories;
- Office stationery;
- Antivirus computer protection;
- computer app Word/Office;
- Printers;
- Printer spare parts/toners etc.;
- PC and accessories;
- Cell phones;
- Rubber stamps and plates;
- Posters and frames;
- Technical journals/magazines;
- Renting of meeting room;
- Office fire extinguishers;
- First aid box;
- Computer assistance;
- Printer assistance;
- Internet and phone assistance;
- Courier;
- Mailbox;
- Stamps;
- Typography;
- Graphic designer;
- Recruitment agencies;
- Translator;
- All other office related items of limited amount;

### 3.2 Purchasing procedure and Public procurement procedure

The EEIG makes purchases according to the limits and procedures laid down in the Code of Public Procurements, applicable to special sectors (rail) (Decreto legislativo n. 50 – 18<sup>th</sup> April 2016).

According to the Code of Public Procurement (art. 36. Co. 8), the Companies that are operating in the "Special Sector fields" (like the EEIG) have to define internal procedures to discipline public procurement activity under the EU threshold (currently 443.000 €). This procedure is providing the discipline for the part related to public procurement for amounts below the EU threshold and above 1.000 €. The payments for purchases below € 1.000 can be made in accordance with the procedure 3.1 Cash management.

For public procurement for amounts over the EU threshold, the discipline foreseen by European and Italian laws and regulations has to be followed.

When the amount of the contract or the cumulative sum of subsequent contracts is over 40.000 €, the EEIG will provide to select the supplier based on a formal call for tender to be organised following European and Italian laws.

When the amount of the contract or the cumulative sum of subsequent contracts is below 40.000 €, the EEIG can provide direct award without formal call for tender if there is the consultation of at least three offers (if available on the market) and an assessment "best value for money" with the assessment procedure to be agreed every time with the involved EEIG working groups, is made. For amounts less than € 1,000 the EEIG may assign direct award.

When the cumulative sum of subsequent contracts with the same provider for the same service exceeds the amount of 40.000 €, a new provider should be selected by collecting at least three offers (if the amount of the new contract is between 1.000 € and 40.000 €), unless there are some specific reasons related to the exclusive interest of the EEIG to keep cooperating with the same provider. In this case, the EEIG has to provide a formal justification and get the approval of the GA to be recorded in an official minute. (e.g. provider who earned a specific experience in the field of the EEIG activities and the support provided is deemed essential).

In case the above-mentioned cumulative sum exceeds the European threshold, the corresponding discipline must be applied

In case of expenses, even over 40.000 € but below the EU threshold, relating to direct adherence to international standards sector organizations or sector IT tools, for which no alternative evaluation is applicable, it is possible for the EEIG to join without a bid and without requesting other offers.

In these cases, the EEIG has to provide a formal evidence of the case and get the approval of the General Assembly.

The payments also for these contracts will be in any case accompanied with legal traceability: CIG (Codice Informativo Gara - Tender Information Code) and CUP (Codice Unico di Progetto – Project Identification Code) are needed.

The payments for purchases over € 1.000 cannot be made in accordance with the procedure 3.1- Cash management.

The payments for purchases over € 1.000 must always be accompanied with legal traceability: CIG (Codice Informativo Gara - Tender Information Code) and CUP (Codice Unico di Progetto – Project Identification Code) obtained from the binding information systems of ANAC (anti-corruption authority) and CIPE (inter-ministerial committee for economic planning). Payments related to the EEIG employees' salaries, cash management and the EEIG Office renting for locals located in via Ernesto Breda, 28 in Milan (or lump sum expenditure for electricity, water, cleaning etc. assimilated as part of the rental fee) do not require the application of traceability procedures defined by ANAC

(CIG and CUP). For payments of amounts less than € 1,000 it is possible to proceed with cash according to the 3.1-Cash Management process although it is advisable (where possible and not compulsory for the items listed in the 3.1-Cash Management process) to make bank transfer with CIG and CUP codes. No type of contract (for any amount) may be entrusted to companies where the owners / managers / executives / managers / or anyone with an operational responsibility has a kinship to the second degree with the managers / members of the GA / employees of the EEIG. The Responsibility for reporting to the Managing Director, the existence of any such bond of kinship, lies with the involved person. It is expressly forbidden to all the personnel of the PMO of the EEIG to accept gifts, services that do not fall within the category of the merchandising (e.g., pens with logos, corporate calendars etc.).

In accordance with the Italian Procurement Code, service contracts can be signed provided that prior good repute verification of the provider is made according to the attached assessment form. Exceptions apply for purchases made according to the Procedure 3.1-Cash Management.

### **3.3 Business travel/trip Procedure of the EEIG staff (PMO)**

All EEIG Staff trips (related to EEIG activities) must be approved by the Managing Director.

In order to limit, as much as possible, the use of cash for the organization of trips, the EEIG, relies on travel agencies that are identified according to combined criteria of efficiency, proximity to the EEIG Office, cost and possibility of organizing travel packages in a way that limits in time the operations required for the payment. (Monthly payment of a series of trips and prepaid expenses and travel costs anticipated by the agency without additional expenses). A framework agreement with the agency has to be defined.

The trip expenses are subject to the following limitations:

- Hotel (breakfast included); € 150;
- Hotel (breakfast excluded); € 135;
- Air travel: low cost airlines (when available);
- Train: second class unless not available;
- Lunch / Dinner (with a maximum of four received / receipts / invoices per day) spending up to € 50 / day/per person if breakfast is not included in the hotel bill and 45 € if breakfast included in the hotel bill.
- Guests can be invited to the dinner after pre-approval of the MD. The names of the guests have to be written down on the invoice and the maximum amount to be paid for all the guests is 250 €.
- The use of the Taxi is prohibited from 8:00 to 20:00, except for the following cases:
  - Evidence of the absence of alternative means of transport;
  - Urgency due to delayed flights, trains, strikes or tight schedules that have been decided with the aim of saving money (e.g. later flight to save costs) etc.
  - Heavy baggage for EEIG activities;
- The maximum reimbursable cost of the taxi is 50 € per trip/per person except for the following cases (subject to specific prior authorization of the Managing Director):
  - Transportation to Malpensa Airport associated to low cost flights departing before 8:00 am;
  - Transportation from Malpensa Airport associated to low cost flights arriving after 22:00;
  - In these cases, the maximum reimbursable cost is € 90 per trip/per person;
- The private car is allowed only after authorization of the Managing Director. The calculation of the reimbursement is done according to ACI table where the costs per kilometre is provided depending on the model of the used car.



In parallel to the storage of all the account records relating to the expenses, all the evidences of the EEIG staff participation to the specific event for which the trip is planned (calendar / letter of invitation and attendance list / minute) has to be filed and kept.

### 3.4 Office Discipline Procedure

The office opening hours are:

9:00 h to 18:00 h. (1-hour lunch time between 12:30-14:30);

All the EEIG Employees must respect this timetable; the entry times for the staff with managerial functions has the following flexible range: 9:00-9:30; In case of delay, all employees / managers of the EEIG must immediately notify it to the Managing Director. The holidays of the EEIG staff shall be agreed with the Managing Director and, once defined, it shall be formally notified to the Managing Director and in case of seconded employee/manager also to the seconding company by e-mail.

The Bank Holidays of the EEIG are the ones defined by Italian laws and the Patron Saint of the location where the EEIG head office is located (currently St. Ambrose on the 7<sup>th</sup> of December). On these dates, the Office will be closed but the Managing Director can approve PMO's working activities when needed. In these cases, the Holiday will be recovered in a different date agreed with the Managing Director.

The employees / seconded employees/managers shall take the utmost care of the assets and equipment entrusted to them (fixed phones, PCs, mobile phones etc.). The use of equipment is linked exclusively to the working activities of the EEIG. Upon delivery of the Computer and / or phone number the employees / seconded employees/managers shall sign a receipt of delivery with explicit acceptance of the conditions of use in line with the present procedure. In case of breakage / theft of the devices not attributable to negligence and / or wilful misconduct, the device can be reinstated / repair under approval of the Managing Director. The phones / mobile systems / PCs are intended to be used for business purposes. However, the EEIG is aware of the need for limited and occasional use for personal communication systems, such as email, Internet and telephone they do not entail additional costs for the same EEIG and in line with all the applicable laws.

If the EEIG is involved in a court case or an investigation, it is possible that communications should be handed over to third parties. Communications may also be retrieved after they have been deleted. Before forwarding a message by clicking "Send", in any case it is good to carefully think about its contents. The following e-mail contents/web sites/download/upload/etc. are in any case forbidden: content or inappropriate information that could be offensive, insulting, derogatory or harassing to another person, such as sexually explicit messages, distasteful jokes or slurs ethnic or racial background. It is forbidden to forward internal communications or confidential material outside unless it is not provided in the exercise of the business function of the involved employee/seconed employee/manager. Intellectual property laws shall always be respected. It is forbidden to download, duplicate or redistribute copyrighted material, including music, movies, images or software. These activities are only legally permitted in the exercise of the business functions. And it is forbidden to disclose user IDs, passwords and authentication devices. It is important to pay attention to the opening of the file attachments to e-mail messages, especially those not related to business matters or not coming from known source. Special attention has to be paid to requests coming from external sources via either email or telephone regarding financial information of the company.

### 3.5 Workplace Safety Procedure

Ref. CFR EEIG DVR for the Mediterranean Rail Freight Corridor

### 3.6 Privacy Procedure

Ref. Documentation Policy

### 3.7 Protocol / Archive Procedure

All incoming paper documents must be registered, recorded in a special register protocol and archived. Incoming e-mail of particular administrative / operational importance can be printed, logged, recorded and archived according to the decision of the Managing Director. All outgoing documents must be registered, recorded in a register outgoing protocol. Outgoing e-mail of particular administrative / operational importance can be printed, logged, recorded and archived according to the decision of the Managing Director. Paper copies of all Minutes and Attendance lists approved and signed by the competent people of the following meetings:

- General Assembly meetings;
- Working Group meetings;
- TAG Meeting / RAG;

must be kept in the EEIG Archive.

Original copies of the signed contracts with suppliers and where required copies of the offers collected and evaluations for the selection bidders (when applicable) must be appropriately stored. Original copy of employment and secondment contracts of the entire PMO staff of the EEIG are kept under the supervision of the Managing Director. Printed copy of statutes, internal regulations, and all the statutory documents are appropriately stored.

### 3.8 Selection Procedure EEIG staff

The decision of the General Assembly is needed:

- a. to renew the contract of an EEIG staff;
- b. to start the search and the selection process of personnel. In case of need of recruitment, the EEIG can proceed with the search and selection of personnel through the following steps:
  - Identification of the professional profile;
  - Drafting of the Job description (including salary, applicable type of contract, period of employment and trial period);
  - Identification of ways and means of dissemination of (apart from EEIG website) to ensure the widest possible dissemination;
  - Identification of the deadline and a collection point for the receipt of candidatures (by hand, mail and e-mail);
  - Identification of possible call for candidates' extensions to extend the number of candidates if necessary;
  - Identification of the assessment team;
  - Analysis of CVs;
  - Identification of the list of candidates who meet the formal requirements;
  - Organization of interviews;
  - Registration of the minutes of the evaluations with signatures of all the members of the assessment team;
  - Identification of the short list;
  - Candidate Selection;
  - Registration of the minutes of the final selection decision signed by all the members of the Examining Board;
  - The approval on the chosen candidate is the responsibility of the General Assembly.

The employment of people, who has relationships of kinship to the second degree with EEIG managers, employees, seconded employees, General Assembly members, and anybody working on behalf and for the EEIG is prohibited. Although not specifically described in this procedure, the hiring of people who can bear a conflict of interest with any of the above-mentioned actors is also prohibited.

### **3.9 EEIG Direct employee contractual discipline**

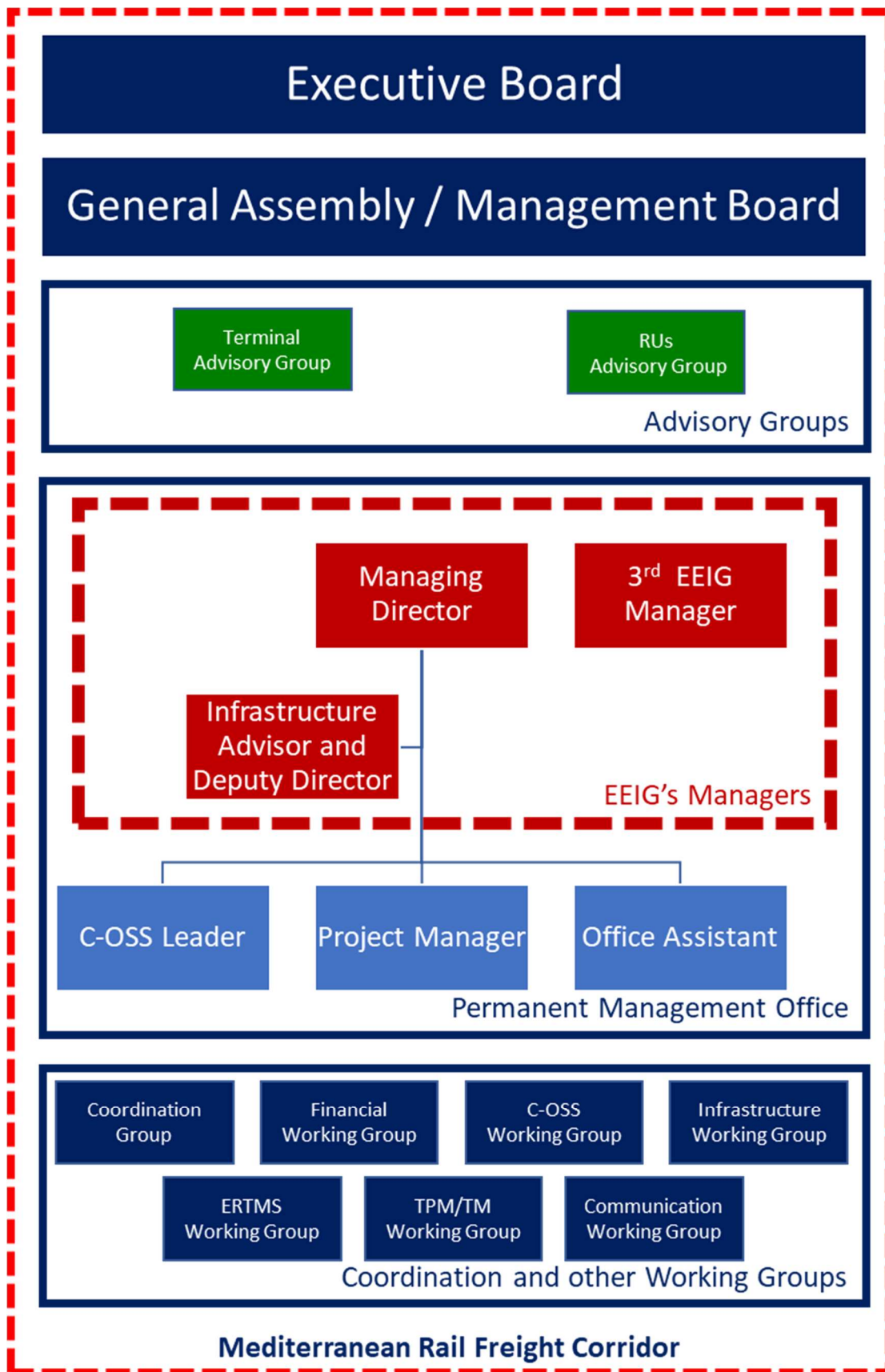
The applicable employment contract depends on the type of activity the employee will have to deal with. In any case, the presence of personnel employed by EEIG must be recorded on the appropriate form with the indication of the entry and exit time that shall correspond to the input and output marks obtained from the access badge area. The payment of overtime is not expected; therefore, any extra hours should be handled in the manner required by the applicable employment contract. Normally, if this is not in conflict with any specific provision of the employment contract, it is not allowed accumulating more than eight hours per working month (to be recovered the following month). Any surplus (to the eight hours) produced should be used within the end of the same month.

#### **4 Communication and language**

All the communication and/or the forwarding of documents (i.e. minutes, agenda, etc.) provided for by the present Internal Regulation, even if prescribed in written form, can validly take place also by e-mail – with recorded delivery – or by fax.

Due to different nationalities and languages of the EEIG Members, and – consequently – of the representatives within the GA, the PMO, the Coordination Group and the Working Groups, English is the working language of the meetings and of corridor documentation. Should a participant of the groups mentioned above not have an adequate knowledge of English, said participant must take all necessary steps in order to be assisted by an interpreter, at his/her own expenses.

The documents, reports and minutes are produced in English. A certified translation of the documents shall be made in Italian if this is provided by law (e.g. balance sheet registration, public notice and all other cases defined by law).

**Attachment A. Organization Chart of the RFC at 01.01.2019**

- President of the Executive Board: Joseph Lunet de la Malene
- President of the General Assembly: Bojan Kekec
- RAG Spokesman: Aldo Maietta
- TAG Spokesman: Carles Rua
- Managing Director and EEIG Manager: Furio Bombardi
- Infrastructure Advisor, Deputy Director and EEIG Manager: Istvan Pakozdi
- 3<sup>rd</sup> EEIG Manager: Andrea Galluzzi
- C-OSS Leader: Stephanie Joncour
- Project Manager: Giulia Gargantini
- Office Assistant: Pamela Chiarappa
- ERTMS Leader: Stefano Marcoccio