

Statutes of the European Renewable Energies Federation asbl.

The current statutes are those of a non-profit association constituted in accordance with the Belgian law of 27th June 1921 and updated in accordance with Belgian law of March 23rd, 2019 introducing the Code of Companies and Associations.

CHAPTER I

General Provisions

Article 1 – Name and legal form

The Association is registered as *association sans but lucratif* (“asbl.”) and named: “European Renewable Energies Federation”, hereinafter referred to as the “Association”. Its acronym is EREF.

Article 2 – Registered office

The registered office of the Association is located at Avenue Marnix 28, 1000 Brussels, Belgium, and is under the jurisdiction of Brussels. It may be transferred to any other place in Belgium by decision of the General Assembly, with the quorum and majority required to amend the Statutes.

Article 3 - Duration

The duration of the Association is unlimited. It can be dissolved at any time upon decision of the General Assembly, with the same quorum and majority as those required to amend the Statutes.

Article 4 – Objectives, purpose

The Association is a federation of associations, organisations and companies mainly from European Union (EU) Member States and EFTA countries, which are working in the field of the production of electricity, heat and fuels from renewable sources such as small hydro, wind, bioenergy, solar, tidal, wave and geothermal sources.

The Association wants to:

- a. develop and promote the activities of its members;
- b. promote and defend the interests of its members, especially in relation to the European institutions;
- c. encourage the relations between its members in a general way;
- d. promote the professional exchange and reciprocal information; and
- e. encourage the common support between the members, in all activities and transactions.

Furthermore, the Association may accomplish all acts and procedures, which have a connection with these objectives in their broadest meaning.

To achieve the objectives outlined above, the Association undertakes, in particular, the following activities:

- a. define and implement measures for developing and promoting the interests of its members.
- b. define and implement measures for encouraging and simplifying the relation between its members as well as promoting and exchanging professional know-how and information.
- c. actively support measures or activities of the public or private sector which are aimed at ensuring rapid and sustainable growth and further development of the renewable energies industry as well as an increased use of renewable energy in Europe.
- d. promote and effectively support national and European policies that are aimed at fostering renewable energies and at enabling its access to the European energy market.
- e. develop, implement and support measures aimed at ensuring fair market access for renewable energies.
- f. advocate for priority grid access for renewable energy under standard rules based on objective, transparent and non-discriminatory criteria.
- g. advocate that energy imported from outside the European Union is based on

- environmental and sustainable standards.
- h. establish EREF as competent intermediary and contact between the renewable industry and the European Institutions to ensure that the voice of independent renewable energy producers is being heard at all levels.
 - i. establish EREF as advisor to all the European institutions, the different Member States and all organisations involved in the promotion of a sustainable development, especially to obtain a consultative status inter alia before the European Commission, European Parliament, the Economic and Social Committee of the European Union, the Council of Europe, the International Renewable Energy Agency (IRENA), the International Energy Agency (IEA), the Renewable Energy Policy Network for the 21st Century (REN21), the Organisation for Economic Co-operation and Development (OECD), the Commission of the United Nations on Sustainable Development and the World Bank.
 - j. ensure constructive cooperation with European and international federations and associations that work in the field of renewable energy and in the protection of the environment.

The Association may perform and accomplish all acts and procedures which are, in their widest sense, related to the aforementioned objectives and purpose of the Association.

CHAPTER II

Membership

Article 5 – Members

The number of members of the Association is not limited. The minimum is fixed at three (3) members. Registers containing entries and deletions of memberships are kept at the registered office of the Association.

Article 6 – Types of Membership and Eligibility

1. EREF membership shall comprise the following categories: full membership, associated membership, supporting membership. Only full members enjoy voting rights at the General Assembly. Associated members and supporting members enjoy the activities of the Association but do not have voting rights.

2. **Full membership:** Associations and organisations of producers of renewable energies from EU and EFTA countries can become full members of the Association.
3. **Supporting Membership:** Any legal person from EU or EFTA countries, related to renewable energy, especially companies can become a supporting member. An individual company may acquire full membership under the following conditions:
 - a. it has its prominent focus on the production of electricity, heat or fuel from renewable sources or
 - b. is engaged in the planning and development of renewable energy projects or
 - c. is a renewable technology or component manufacturer and thus has a substantial interest in collaborating with independent power producers.

In any case the company shall not be linked to or be dependent from a superior entity that due to its core activity may have a conflict of interest with the primary interests of independent renewable energy producers. This shall equally be valid in case of change in the ownership structure of an existing company, member of the Association. A company being not a member of its respective national association which itself is member of EREF shall not become member of EREF without the consent of the said association.

4. **Associated Membership:** Any legal person from a non-EU or non-EFTA country, related to renewable energy, especially similar associations can become an associated member.

Article 7 – Admission, resignation, and exclusion from the Association

1. Members are admitted on their written demand. The admission of new members is decided by the Board and must be ratified at the next ordinary meeting of the General Assembly.
2. A member may resign its membership by the end of any calendar year by giving at least a three (3)-month written notice to the Board.
3. The General Assembly can decide to suspend or to exclude any member for just cause, notably if the member acts prejudicial against the Association, has considerably violated the interests of the Association or acts against the independence or interest of the renewable energy producers represented by the

Association. This decision is taken with the quorum and majority required to amend the Statutes. The request for exclusion of a member can be submitted to the General Assembly by the Board or by one quarter (1/4) of the members of the General Assembly. Before the General Assembly votes on the request for exclusion, the respective member must have been informed of the reasons for the exclusion and shall be given the opportunity to present its case, either verbally or in writing to the General Assembly within an appropriate period of time.

Article 8 – Termination of a membership

A member, who withdrew, was suspended or excluded, as well as their heirs or those, which may have the right of the deceased member, have no share in the property of the Association, and therefore cannot claim a refund or compensation for paid contributions or membership fees. Objects of the Association are to be returned to the Association or paid for according to their value.

Article 9 – Contribution of the members and membership fees

1. All members bring into the Association the active co-operation with their capacities and their dedication.
2. The membership fees, the amount and modalities of payments are proposed by the Board and must be approved by the General Assembly.
3. The membership fees must be paid annually in accordance with the By-Laws of the Association. The annual membership fee shall not exceed 30.000 EUR.

CHAPTER III

Bodies of the Association

Article 10 – General provisions

The bodies of the Association are the General Assembly and the Board.

1. Committees for counselling or advisory purposes (Advisory or Scientific Committees) can be created by the Board if it is deemed necessary to effectively pursue the objectives of the Association.

General Assembly

Article 11 – Competence of the General Assembly

The General Assembly is the sovereign authority of the Association and responsible for the general policy of the Association. It has the highest decision-making power in the Association. Its competence covers in particular:

- the modifications of the statutes of the Association;
- the election or removal of the President;
- the election or removal of Board members;
- the approval of the annual budget and accounts;
- the dissolution of the Association;
- the ratification of the admission of new members;
- the exclusion of members;
- the approval of membership fees; and
- the appointment and dismissal of internal auditors and the determination of their remuneration.

Article 12 – Meeting of the General Assembly

1. An ordinary meeting of the General Assembly must be held during the first semester of a year. The following decisions shall regularly be taken at the ordinary meeting of the General Assembly:
 - a. examination and approval of the annual report of the Association;
 - b. examination and approval of the accounts and balance sheets of the preceding fiscal year;
 - c. examination and adoption of the budget of the following fiscal year;
 - d. examination and approval of membership fees; and
 - e. approval of and discharging the actions of the Board and the auditors.
2. By decision of the Board or on demand of at least one fifth (1/5) of the members of the Association, an extraordinary meeting of the General Assembly can be called by the Board or the auditor at all times.
3. Each meeting is held on the day, hour and in the place as mentioned in the convocation.
4. The Board can authorise members to attend the meeting of the General Assembly remotely by means of electronic communication. Board members must, however, be present in person. As regards compliance with the conditions of quorum and majority, members who participate remotely in the meeting are deemed to be present at the location where the meeting is held.
5. All members of the Association must be convened.

Article 13 – Convocation of the General Assembly

1. The General Assembly is convened by the Board via ordinary mail or fax or electronic mail addressed to each member, at least four (4) weeks before the meeting and signed by the secretary on behalf of the President. The agenda is mentioned in the convocation. Without prejudice to the provisions of the law of 23 March 2019, the members can add proposals to the agenda.
2. If the Board authorises remote participation in the meeting of the General Assembly, the convocation shall contain a precise description of the procedures for remote participation in the meeting. These procedures are also made available on EREF website to those entitled to participate at the General Assembly. The electronic means shall guarantee the quality and identity of the members. It shall also allow them to participate directly, simultaneously, and continuously in the discussions of the General Assembly and to exercise their right to vote.

Article 14 – Quorum and voting rights

1. Each member has the right to attend the General Assembly.
2. All full members have an equal right to vote, each disposing of one vote. Associated and supporting members have no right to vote.
3. The voting shall take place by show of hands unless a secret ballot is requested by 25% of the full members present or represented.
4. Any absent member may be represented by another member by proxy. A member may not represent more than two other members in a General Assembly. The details are laid down in the By-Laws of the Association.
5. Full members can be authorised by the Board to vote remotely before the meeting of the General Assembly in electronic form. Where applicable, the voting procedure shall be specified in the convocation. It shall allow for the verification of the quality and identity of the members, the processing of personal data in accordance with the regulations in force and if required according to the Statutes, for secret ballot.
6. Unless otherwise provided in the law of 23 March 2019, the ordinary and extraordinary meetings of the General Assembly are validly held if at least one third (1/3) of its full members are present or represented at the meeting. In the absence of a quorum, a second meeting must be convened and held within four (4) weeks of the first meeting at which no quorum will be required.
7. Unless otherwise provided for in the Statutes or in the law, the decisions of the General Assembly shall be taken by a majority of 51% of the votes of the full members present or represented.
8. However, the General Assembly can only validly deliberate and decide on amendments to the Statutes if the proposed amendments are precisely indicated in the convocation and if at least two thirds (2/3) of the full members are present or represented at the meeting. In the absence of a quorum, a second meeting must be convened and held within six (6) weeks of the first meeting at which no quorum will be required.
9. The decisions to amend the statutes shall be taken by a two-thirds (2/3) majority of the votes of the full members present or represented. However, an amendment concerning the purpose, or the object of the Association may only be adopted by a four-fifths (4/5) majority of the votes of the full members present or represented.

Article 15 – Chair of the General Assembly

The President of the Board presides over the General Assembly. The President or his or her representative may not attend the meeting of the General Assembly by electronic means.

Article 16 – Minutes of the General Assembly meetings

1. The meetings of the General Assembly are recorded in writing in form of a protocol, signed by the President or a representative. The minutes of the General Assembly meetings shall mention any technical problems and incidents which prevented or disrupted electronic participation in the meeting or voting.
2. The minutes are kept at the registered office of the Association, where all members can study it, but without displacement of the documents. All members or third persons justifying their interest may ask for copies.

The Board

Article 17 – Composition of the Board

1. The Board is composed of a minimum of three (3) members elected by the General Assembly for a two-year term. The Board members can be re-elected for further mandates.
2. The Board members remain in office until their successors are duly appointed and take office.
3. The Board shall choose between its members at least one Vice-President, a secretary and a treasurer. In case of absence of the President, the Vice-President or one of the Vice-Presidents executes his function. Only Board members representing full members have voting rights.

Article 18 – Board meetings

1. The Board meets as often as the interests of the Association so require, when called upon to do so by the President or, if at least, one third (1/3) of its members request it.

2. The Board may take decisions if the majority of its members are present or represented, assuring always that a minimum of three (3) members are present. A decision is taken if at least 51% of the Board members representing full members are voting in favour. If there is a parity of votes, the vote of the President or of his replacement is preponderant.
3. The votes are consigned under the form of minutes of the meeting, signed by the President and the secretary, or in case of absence of the President by one of the Vice-Presidents. In case of absence of the secretary, the signature of one of the Vice-Presidents can always replace his signature. The minutes of the meeting are written in a special register. The President or the member that has acted as chair or the secretary will sign the abstracts, which must be produced and all other acts.

Article 19 – Competence of the Board

1. The Board shall manage the Association in line with the decisions of the General Assembly without prejudice to the powers of the General Assembly.
2. The Board has the most flexible power for the administration and management of the Association. The competences of the Board comprise in particular:
 - issuing internal rules and regulations (By-Laws);
 - execution of all necessary financial transactions;
 - execution of all necessary transactions concerning real estate and movables;
 - rent or let on contractual base, even exceeding nine (9) years;
 - acceptance and receipt of all subsidies and private or official subventions, legacy and donations;
 - consent and conclusion of all business contracts and contracts of purchase;
 - acting as plaintiff and as defendant before all juridical institutions and following all judgements, commit and compromise; and
 - appointment and dismissal of all agents, employees and members of personnel of the association, including the determination of their tasks and

remuneration.

2. The Board can undertake financial commitments only insofar as the accounts of the Association have liquidity.
3. The legal actions, as plaintiff or defendant, are levied or sustained in the name of the Association, via the Board; pursuits and diligence by the President or the delegated Board members.

The Director

Article 20 – Appointment and role of the Director

1. The Board can appoint a Director to whom it delegates the daily management of the Association, together with usage of the signature, linked to this task of management.
2. The Board will determine the Director's power and mandate and eventually the salary or honorarium.
3. The Board may decide at any time to withdraw the day-to-day management from the Director.
4. All actions concerning the appointment, the dismissal or the resignation of the Director are to be published in the annexes of the *Moniteur belge* according to the applicable legal provisions.

The President

Article 21 – Appointment and role of the President

1. The President will be elected by the General Assembly for a two (2)-year period and may only be re-elected once to a second term. He or she may be elected again for another term at a later time.
2. The President represents the Association vis-a-vis third parties. The President is responsible of the image and the promotion of the Association especially vis-a-vis the European Institutions, different Member States, other international organisations and associations and media.

CHAPTER IV

Finances

Article 22 – Financial resources and financial year

1. The financial resources of the Association consist of the membership fees and contributions from its members as well as any other kind of income.
2. The financial year ends on the 31st of December. The annual statement of account is established as well as the budget for the upcoming year. Both are submitted to the ordinary General Assembly for approval. Exceptionally, the first exercise will end on the 31.12.2000.

CHAPTER V

Final Provisions

Article 23

1. All modifications of the statutes are carried out in conformity with the legal provisions of the law of 23 March 2019.
2. The conditions on which these statutes shall be implemented are set out in the By-Laws of the Association last amended on the 22nd of May 2023. The By-Laws and any amendments thereto shall be communicated to the members and are available on the website of the Association.

Article 24

In case of deliberate dissolution, the General Assembly will nominate two executors and determine their power. In all cases of deliberate or judicial dissolution, regardless the moment or the cause for the dissolution, the net worth of the dissolved Association will be allocated to similar works, to be designed by the General Assembly.

Article 25

All, which is not foreseen explicitly in the present Statutes, is regulated according to the law of 23 March 2019.

These Statutes have been established on 6 July 1999 and last amended by the General Assembly on the 22nd of May 2023.