

## **ERGaR Statutes**

### **Article 1 - Legal form and name**

The organisation has the form of an international non-profit organization as stated by the (Belgian) law of 27<sup>th</sup> of June 1921 concerning non-profit organisations, international non-profit organisations and foundations.

The name of the organisation is: "European Renewable Gas Registry", abbreviated "ERGaR".

The full name and the abbreviated name will be allowed to be used separately. All acts, invoices, announcements, notices or other documents issued that the organisation disseminates must mention its name, immediately preceded or followed by the words "international non-profit" or the abbreviation "AISBL" as well as the address of its registered office.

### **Article 2 – Seat**

The seat of the organisation is located in Belgium, 1040 Brussels (Etterbeek), Rue d'Arlon 63-65.

It can be moved to any place in Belgium, subject to compliance with the laws and regulations on language, subject to a decision of the General Assembly. Any transfer of the seat of the organisation must be lodged at the Commercial Court of the place of the registered office of the organisation and shall be published in the appendixes of the Belgian State's Paper.

Additional seats can be located in other countries of the European Union.

### **Article 3 – Duration**

The organisation is established for an unlimited duration.

### **Article 4 – Aims**

1. The aim of the organisation is the promotion, development and maintenance of a specific documentation system that allows cross-border trade of renewable gases via the European gas network and to avoid the double sale and double counting of renewable gases.

2. They may participate directly or indirectly in all organisations and companies, both Belgian and foreign, which have wholly or partially similar or parallel aim or in nature, and/or enlargement, and to promote its development.

The organisation will achieve its goal by all companies, actions or transactions that are directly or indirectly connected with it are, both in its own name and through representation, participation or agency, as well as through a branch, branch, agency or office.

All this in the broadest sense.

3. The organisation is altruistic. It aims primarily a non-profit organization of international utility after.

4)Activities

To achieve its objective, the organisation may include performing the following activities:

- Organize workshops;
- Coordinate activities around education, research and practice;
- Bringing together organisations and groups that are working around renewable gases and establish communication with each other within Europe;
- Publish and distribute documents and publications.

### **Article 5 – Accession**

1.The organisation is composed of members from two types: full members and associated members.

2. The full members contribute to the financing of activities by the payment of an annual fee and have voting rights in the General Assembly, both in accordance with the statutes.
3. Associated members contribute to the functioning of the organisation by providing cash contributions, whether or not on a regular basis, or through contributions in kind or services. They do not have voting rights. The minimum recorded contributions for continued membership is defined in the rules of the organisation.
4. The number of full members should not be less than three. The first full members are the founders.
5. Nationale renewable gas companies, transmission system operators (called "TSO's"), distribution system operators (called "DSO's") and its related organizations, and natural and renewable gas industry organisations may be eligible for full membership of the organisation. A potential full member can be admitted on the basis of a written application to the organisation. Considering the related resolution of the Board of Directors, the General Assembly will decide on the admission.
6. Any natural or legal person who has an interest in establishing and maintaining a documentation system for cross-border trade of renewable gas as provided by the organisation may become an associate member. An Associate Member may be admitted pursuant to the resolution of the Board of Directors and by virtue of a written request to the organisation.
7. A list of all members (full and associate) is kept at the secretariat of the organisation.

#### **Article 6 - Exclusion – Withdrawal**

1. The Assembly may exclude a full member if this member does not pay its annual contribution for more than twelve (12) consecutive months despite a reminder to pay. The Board of Directors may exclude an associated member if this member does not pay its minimum provided contribution for more than twelve (12) consecutive months and despite a reminder to pay.
2. Without prejudice to the provisions of the (Belgian) law of 27<sup>th</sup> of June 1921, the General Assembly may decide to suspend temporarily the membership or to exclude a member or multiple members due to a legitimate reason, especially when the person has acted prejudicial against the organisation or has violated considerably the interests of the organisation. The application of the expulsion of a member may be decided by the Board of Directors or a quarter of the full members of the General Assembly. Before the General Assembly vote on the decision to expulse, the member will have the opportunity to defend his / her case - written or oral - within a reasonable time to the General Assembly.
3. A member may leave the organisation after informing the Board about his/her decision by registered letter, subject to a minimum notice period of three (3) months, on condition that they have fulfilled the requirements for the entire calendar year.
4. A member whose membership has been terminated in the organisation for whatever reason, can not make any claim to the assets of the organisation.

#### **Article 7 - Membership fees**

Members contribute to the costs of the organisation by paying an annual fee based on their category. The details of the calculation of the membership fees are governed by the Rules of the Organisation. The amount of the fee for each category is determined annually by the General Assembly on the proposal of the Board of Directors.

#### **Article 8 - Organs of the organisation**

1. The organs of the organisation are the General Assembly and the Board of Directors.
2. Committees for accompanying or advisory purposes can be accomplished if it is deemed necessary to pursue effectively the objectives of the organisation. Their tasks and composition are governed by the Board of Directors.

### **Article 9 – Language**

The language of the organisation is English. However, only the Dutch version of the current Articles of the Organisation will be published in the in the appendixes of the Belgian State's Paper, and is therefore enforceable against third parties.

### **Article 10 - Powers of the General Assembly**

1. The General Assembly is the highest authority of the Organisation and is responsible for the general policy of the organisation.

This means more specifically in:

- Election or dismissal of the chairman;
- Election, dismissal and resignation of members of the Board of Directors;
- The approval of the annual budget, annual accounts and the work report;
- Accession of members;
- Approval of the membership fees;
- Amendments to the Statutes;
- Adoption and amendments to the Rules, based on proposals by the Board of Directors;
- The actions to achieve the objective of the organisation, with the exception of the powers reserved by law to the Board of Directors;
- Dissolution of the organisation.

2. The General Assembly is composed of all full members of the organisation; associated members are entitled to participate in the discussion.

3. The General Assembly is chaired by the President.

### **Article 11 - Voting rights**

1. All full members of the organisation have the right to vote, each member has one vote.

2. A full member who is unable to attend a General Assembly may be represented at a General Assembly by another full member by proxy. However, a member may not represent more than three other members.

3. Associated members have no voting rights.

### **Article 12 – Procedure**

1. The General Assembly shall meet at least once a year. This meeting, called annual or ordinary general meeting will take place in the first half of the year.

2. By decision of the Board of Directors or at the request of at least one tenth (1 / 10th) of the full members, may convene an Extraordinary General Meeting at any time. In the latter case, the notice must be carried out within one month of the receipt of the request.

3. Both the Ordinary and the Extraordinary General Meeting can only make decisions if the number of full members present or represented by proxy corresponds to at least one quarter (1/4) of all voters. If this quorum is not reached, a second General Assembly can not be convened earlier than after the expiry of two weeks from the date of the first General Assembly. This second General Assembly may make valid decisions regardless of the number of full members present or represented.

4. The Assembly is convened by the Chairman by resolution of the Board of Directors electronically or by ordinary mail to be sent at least 21 days before the date of the meeting to all members. This Communication is accompanied by the provisional agenda. If the General Assembly has to approve the activity report, the financial statements of the past year and the budget for the next year these documents must be added to the invitation. Any proposal signed by at least 1/20 of the voting members shall be put on the agenda at least 10 days before the date of the General Meeting. To discuss, but not with a view to a vote, the Assembly itself may still add points, which are not listed on the agenda.

The general meeting is chaired by the President. In the absence of the chairman, the vice-president takes the lead.

5. Without prejudice to Articles 14, 19 and 21 of the current Articles of the Organisation, the decisions of the General Assembly are taken by simple majority vote of the full members present or represented. The vote will take place by means of a secret ballot if at least one full member requests. In case of a tie vote, the vote of the chairman is decisive.

6. The meeting and the decisions of the Assembly shall be recorded in writing, in the form of a protocol, signed by the President or a representative.

7. The members of the organisation are informed of the decisions of the General Assembly. To that end, each member (full and associate) receives a copy of the report within four weeks after the meeting has taken place.

### **Article 13 - Powers of the Board of Directors**

1. The Board manages and administers the organisation and has the necessary powers. The powers of the Board of Directors comprise in particular

- The management of the organisation and the implementation of the decisions of the General Assembly;
- The preparation of the budget of the organisation, the management of the assets of the organisation and ensure the responsible use of it;
- Election of the Secretary-General;
- Implementation of all necessary financial transactions;
- Approval of the application at the European Commission for approval of the voluntary arrangement;
- The preparation of the meetings of the General Assembly;
- Acting as a plaintiff and defendant in court and outside as well as the monitoring of all judgments, convictions and settlements;
- Ensure the compliance of the applicable laws.

2. The Board may delegate specific matters to the Secretary-General. The details are well established on the process of the Board of Directors in the rules of the organisation.

### **Article 14 - Composition and votes**

1. The Board of Directors consists of between 3 and 9 representatives of the members who have the status of full member of the organisation, both the chairman and the vice-president included. They are elected by the General Assembly by secret ballot for a renewable term of three years. Further details about the elections are governed by the Regulations. In the case of early retirement of a director, the Board may appoint a member as a temporary replacement until the next General Assembly shall elect an alternate member for the remaining term.

2. The Assembly may decide to drop one member or several members of the Board of Directors for good cause, especially when the concerned members of the Board of Directors have acted significantly harmed against the Organisation or have violated the Organisation's interests. This decision must be taken by a three-fifths (3/5) majority of those present and represented votes.

3. The Board of Directors is chaired by the President. The Management Board shall meet at the request of the Chairman or at the request of two other members of the Board of Directors as often as necessary, but at least once every six months. The meeting session of the Board of Directors may be made by any person on the spot, either electronically or by telephone.

4. The Board of Directors may take decisions if at least 50% of the members present or represented. Each member of the Board of Directors may ask another member of the Board of Directors to represent him/her at the meeting of the Board of Directors. Each participating member of the Board of Directors has one vote. Decisions are taken by simple majority. In the case of equality, the vote of the Chairman shall prevail.

5. The Secretary-General shall transmit a draft of the minutes of the meeting of the Board of

Directors within 14 days after that meeting, for comments. This draft will be adjusted, subject to any changes at the next meeting of the Board of Directors.

#### **Article 15 - The Chairman and Vice Chairman**

1. The President represents the organisation towards third parties. He is responsible for the general management of the organisation. The President signs the decisions that are binding for the union and the daily management. In particular, he is responsible for:

- The implementation of the decisions of the General Assembly;
- Appointment and removal of all agents, employees and staff of the organisation, including the determination of their duties and remuneration;
- Signing of agreements with other institutions in the name of the organisation.

2. The President shall lead the discussions of the General Assembly and the functioning of the board of directors.

3. The President is elected by the General Assembly by secret ballot for a term of three years. This term of office may be renewed only twice. If no candidate receives in the first ballot the majority of valid votes, there will be a final vote held with the two candidates who received the most votes in the first ballot.

The President is automatically a member of the Board of Directors.

4. In urgent cases the chairman may organize an urgent consultation between the members of the organisation electronically, with a minimum response time of 10 days. Any proposal which is approved in writing by a majority of the voting full members has the same value as a decision of the General Assembly.

5. The General Assembly shall elect a vice-chairman. In the case of the absence of the chairman, the vice-president takes the lead. The election of the vice-president shall follow the same procedure as the election of the President.

The vice-president is automatically a member of the Board of Directors.

#### **Article 16 - The Treasurer**

The treasurer is elected by the Board of Directors among its members. His main task is to supervise the preservation of the assets of the organisation. At the request of the chairman, he may issue an opinion or give advice on all financial and budgetary matters. He is regularly updated by the Secretary-General on the financial situation of the organisation. His signature is required for all expenses of the Organisation, who amounts more than fifteen thousand euros (€ 15,000.00). In the event that the Secretary-General serves at the same time as treasurer, a member of the Board of Directors must also sign.

#### **Article 17 - The Secretary-General**

1. The Secretary-General shall be appointed by the Governing Council on a proposal from the President. He is responsible for the daily management of the organisation and carry out the tasks entrusted by the chairman of the organisation's members to him. Its tasks include in particular:

- The management of the secretariat of the organisation;
- Representing the organisation in front of the European institutions, national authorities, other stakeholders and the media;
- Organizing the activities of the Board of Directors.

2. In order to ensure the implementation of the decisions of a financial nature, he is responsible for the treasury of the organisation and he informs the treasurer regularly. A more detailed job description is governed by the Rules of the Organisation.

3. All transactions relating to the appointment, dismissal or resignation of the person to whom the daily management is entrusted needs to be published concerning the applicable laws in in the appendixes of the Belgian State's Paper.

#### **Article 18 – Accounts**

1. The financial year begins on January the first and ends on December the thirty-first of each calendar year.
2. The financial statements of the past year and the budget for the coming year are determined each year by the Board of Directors and submitted to the Ordinary General Assembly for approval at its next meeting. These documents are sent to the full members along with the notice convening the Annual General Meeting.
3. The annual accounts are filed in the case of the organisation in accordance with the applicable laws.
4. The accounts are recorded based on Belgian accounting rules concerning non-profit organizations.
5. Unless the organisation is obliged to appoint commissioners, each full member has a research, access - and control right relating to the account. This power should be carried out at the registered office of the organisation without removal of the documents from the investigation of the person designated by the member are the subject, whether or not belonging directly to his service.

### **Article 19 - Amendments to the Statutes**

1. A proposal to amend the current Articles of the Organisation must come from the Board of Directors or of the full members, representing at least one/fourth (1/4) of the voting rights.
2. The invitation to the General Meeting to vote on such a proposal must include the text of the proposal.
3. An amendment to the Statutes must be approved by a majority of two-thirds (2/3) of the full members present or represented and if necessary notarial be recorded. In the event that the amendment relates to or affects the purpose of the organisation and the activities for which it was established, these changes can only be approved by a four/fifths (4/5) majority of the voting full members present or represented.
4. Amendments to the Articles of the Organisation shall become effective after the fulfillment of the terms of the publicity - required by law- and, where appropriate, if approved by a Royal Decree.

### **Article 20**

The conditions under which these articles are exported set put in the rules of the organisation.

### **Article 21 – Dissolution**

1. The General Assembly may decide to dissolve the organisation. Unless otherwise provided in the law of 27<sup>th</sup> of June 1921, such a decision must be taken by a four/fifths (4/5) majority vote of the full members present or represented. The General Assembly can only vote on the dissolution of the organisation as the full members present or represented satisfy at least two-thirds (2/3) of all recorded votes. If this quorum is not reached, a second General Assembly can not be convened before the period expired three weeks after the first General Assembly. This second General Assembly may make valid decisions regardless of the number of full members present or represented, and can decide on the dissolution of the organisation by a four/fifths (4/5) majority of the members present or represented.
2. In case of a voluntary dissolution, the General Assembly will determine the terms of the settlement. The General Assembly will appoint two liquidators and determine their powers. In all cases of voluntary or judicial dissolution, the net remaining assets of the dissolved organisation will be allocated by the General Assembly to non-profit objectives similar to those of the organisation.