

European Renewable Gas Registry aisbl

Statutes as amended by the General Assembly on 2nd December 2021

Article 1 - Legal form and name

The organisation has the form of an international non-profit organization as stated by the (Belgian) law of 27th 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 1010 Brussels, Avenue de Cortenbergh 100.

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 transfer of renewable gases and gaseous¹ recycled carbon fuels via the European gas network and to avoid the double sale and double counting of these gases.

The term "renewable gases" covers:

¹ In accordance with ISO Standard ISO 13443:1996 a product is considered "gaseous" if it is in gaseous state at 15°C and 1 atm (1.01325 bar).

- biogas and other gaseous fuels (including hydrogen) produced from biomass,
- gaseous fuels of non-biological origin (including hydrogen), the energy content of which is derived from renewable sources other than biomass.

“Recycled carbon fuels” means liquid and gaseous fuels that are produced from liquid or solid waste streams of non-renewable origin which are not suitable for material recovery in accordance with Article 4 of Directive 2008/98/EC, or from waste processing gas and exhaust gas of non-renewable origin which are produced as an unavoidable and unintentional consequence of the production process in industrial installations.

2. The organisation is also engaged in establishing the scheme for cross-border exchange of Guarantees of Origin for renewable gases and gaseous recycled carbon fuels as defined in Article 19 of Directive (EU) 2018/2001 of the European Parliament and of the Council of 11 December 2018 on the promotion of the use of energy from renewable sources (recast).

3. Management and operation of the ERGaR schemes including the management and operation of the related IT systems.

4. The organisation 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.

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

6. 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 membership fee and have voting rights in the General Assembly, both in accordance with the statutes.

3. Associated members contribute to the financing of activities by the payment of an annual membership fee and have voting rights in the General Assembly, both in accordance with the statutes.

4. The number of full members should not be less than three. The first full members are the founders.

5. National renewable gas registry operators, transmission system operators (called "TSOs"), distribution system operators (called "DSOs") and their related organizations, natural and renewable gas industry organisations and voluntary schemes recognised by the European Commission under the Renewable Energy Directive 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 Executive Board, 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 associated member. An Associated Member may be admitted pursuant to the resolution of the Executive Board and by virtue of a written request to the organisation.

7. A list of all members (full and associated) is kept at the secretariat of the organisation.

Article 6 - Exclusion – Withdrawal

1. The General Assembly may exclude a full member if this member does not pay its annual membership fee for more than twelve (12) consecutive months despite a reminder to pay.

The Executive Board may exclude an associated member if this member does not pay its annual membership fee for more than twelve (12) consecutive months and despite a reminder.

2. Without prejudice to the provisions of the (Belgian) law of 27th 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 member has acted prejudicial against the organisation or has violated considerably the interests of the organisation. The proposal on the exclusion of a member may be made by the Executive Board or by a quarter of the full members of the General Assembly. Before the General Assembly vote on the decision to exclude, 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 he/she has fulfilled the requirements for the entire calendar year.

4. A member whose membership has been terminated in the organisation for whatever reason cannot 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. The details of the calculation of the membership fees may be included in the By-Laws of the organisation. The amount of the fee is the same for both categories, full and associate members, and is determined annually by the General Assembly on the proposal of the Executive Board.

Article 8 - Organs of the organisation

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

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 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.

The powers of the General Assembly specifically include:

- Election or dismissal of the President;
- Election, dismissal and acceptance of resignation of members of the Executive Board;
- 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 By-Laws, based on proposals by the Executive Board;
- The actions to achieve the objective of the organisation, with the exception of the powers reserved by law to the Executive Board;
- Dissolution of the organisation.

2. The General Assembly is composed of all full and associated members of the organisation.

3. The General Assembly is chaired by the President.

Article 11 - Voting rights

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

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

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 Executive Board or at the request of at least one tenth (1/10th) of the full members, may convene an Extraordinary General Assembly 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 Assembly can only take decisions if the number of full members present or represented by proxy corresponds to at least one quarter (1/4) of all members with voting rights. If this quorum is not reached, a second General Assembly cannot be convened earlier than after the expiry of two weeks from the date of the first General Assembly. This second General Assembly may take valid decisions regardless of the number of full members present or represented.

4. The Assembly is convened by the President upon the resolution of the Executive Board 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 one twentieth (1/20) of the voting members shall be put on the agenda at least 10 days before the date of the General Assembly. 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 Assembly is chaired by the President. In the absence of the President, 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 members who are present or represented. The vote will take place by means of a secret ballot if at least one member requests it. In case of a tie vote, the vote of the President 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 to be informed of the decisions of the General Assembly. To that end, each member (full and associated) receives a copy of the report within four weeks after the meeting has taken place.

Article 13 - Powers of the Executive Board

1. The Board is empowered to manage and administer the organisation. The powers of the Executive Board 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 to the European Commission for recognition of the voluntary scheme;
- 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 Executive Board in the By-Laws of the organisation.

Article 14 - Composition and votes

1. The Executive Board consists of maximum 9 (nine) individuals nominated by the members of the organisation, both the President and the Vice-President included. The number of Executive Board Members nominated by an associate member of the organisation is set at 2 (two). In event of less than 2 (two) nominations from members who have the status of associate members, the maximum number of Executive Board Members from full members may be increased from 7 (seven) to nine (9) accordingly. The Executive Board Members are elected by the General Assembly by secret ballot for a new term of three years. Further details about the elections are governed by the By-Laws.

In the case of early retirement of an Executive Board Member, 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 General Assembly may decide to drop one member or several members of the Executive Board for good reason, especially when the concerned members of the Executive Board have acted significantly harmful against the organisation or have violated the interests of the organisation. This decision must be taken by a three-fifths (3/5) majority of those present and represented votes.

3. The Executive Board is chaired by the President. The Executive Board shall meet at the requests of the President or at the request of two other members of the Executive Board as often as necessary, but at least once every six months. The meeting session of the Executive Board may be attended by the elected members either in person on the spot, or electronically or by telephone.

4. The Executive Board may take decisions if at least 50% of the members present or represented. Each member of the Executive Board may ask another member of the Executive Board to represent him/her at the meeting of the Executive Board.

Each participating member of the Executive Board has one vote. Decisions are taken by simple majority. In the case of equality, the vote of the President shall prevail.

5. The Secretary General shall transmit a draft of the minutes of the meeting of the Executive Board within 14 days after that meeting, for comments. This draft will be adjusted, subject to any changes at the next meeting of the Executive Board.

6. Every time when the Executive Board is to take significant decision² on matters related to the ERGaR RED MB scheme the members of the scheme's Control and Sanction Committee as defined in Annex 10 of the scheme documentation) are invited to participate at the meeting with voting rights.

7. It is the responsibility of the two elected Executive Board Members from the associated members of the organisation, to inform the associated members about the discussions and decisions taken during the meeting of the Executive Board.

Article 15 - The President and Vice-President

1. The President represents the organisation towards third parties. He/she is responsible for the general management of the organisation. The President signs the decisions that are binding for the association and for the daily management. In particular, he/she 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 meetings of the Executive Board.

3. The President is elected by the General Assembly by secret ballot for a term of three years. Only members who have the status of full member of the organisation may nominate an individual for President. This term of office may be renewed only twice. If no candidate receives the majority of valid votes in the first ballot, 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 Executive Board.

4. In urgent cases the President 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 members has the same value as a decision of the General Assembly.

5. The Vice-President is elected by the Executive Board from among its members. In the case of the absence of the President, the Vice-President takes the lead. The Vice-President is automatically a member of the Executive Board.

² Such as admission and exclusion of scheme participants, amendment of the rules of the scheme, imposing sanctions on participant(s).

Article 16 - The Treasurer

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

Article 17 - The Secretary General

1. The Secretary General shall be appointed by the Executive Board on a proposal from the President for unspecified duration. The engagement can be terminated either by decision of the Executive Board or by the Secretary General at any time with 3 (three) month notice.

He is responsible for the daily management of the organisation and carrying out the tasks entrusted to him by the President or by the members of the organisation. The 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 Executive Board.

2. In order to ensure the implementation of the decisions of 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 By-Laws 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 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 Executive Board 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 ordinary annual General Assembly.

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 accounts. 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 Executive Board 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 be recorded notarial. 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 fulfilment 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 exercised can be detailed in the By-Laws rules of the organisation.

Article 21 – Dissolution

1. The General Assembly may decide to dissolve the organisation. Unless otherwise provided in the law of 27th 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 cannot 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.