

# STATUTES

## of the

### EUROPEAN BIOGAS ASSOCIATION A.I.S.B.L.

The present statutes (the "**Statutes**") are those of a not-for-profit association (in French: Association Internationale Sans But Lucratif - AISBL) founded in accordance with the Belgian law dated 27th June 1921 on non-profit-making associations, international non-profit-making associations and foundations.

#### SECTION 1: GENERAL PROVISIONS

##### Article 1 - Name

- (1) The name of the association is "European Biogas Association" and its acronym is EBA. It is hereinafter referred to as the "**Association**".
- (2) The Association is governed by the Statutes and is subject to the Belgian Code of Companies and Association (law of 23 March 2019).

##### Article 2 - Head office

- (1) The registered seat of the Association is located at Etterbeek (1040 Brussels) Rue d'Arlon 63-65.
- (2) The registered seat may be relocated to anywhere in Belgium upon decision of the General Assembly which is to be published in the annexes of the Moniteur belge.

##### Article 3 - Duration

- (1) The Association is established for an unlimited period of time.
- (2) The Association may be dissolved at any time by the General Assembly.

#### SECTION 2: PURPOSE

##### Article 4 - Purpose

- 1) The purpose of the Association is to promote:
  - production and consumption of sustainably produced biomethane and other renewable gases, such as Hydrogen and Propane and Butane (LPG) from renewable sources, in Europe – both on and off-grid;
  - anaerobic digestion of all kinds of organic matter to produce biogas and fertiliser in a sustainable way;

- gasification of all kinds of renewable organic matter to produce gaseous fuels such as biomethane and other renewable gases in a sustainable way;
- additional intrinsic socio-economic and environmental benefits of renewable gas production;
- circular economy with reference to nutrients and carbon recycling, carbon capture and utilisation, and valorization of organic by-products and residues and adequate waste management;
- bio-economy; conversion of resources from biogas and digestate into new value added products;
- sustainable agro-ecology increasing viability and stability of agriculture;
- conversion of renewable hydrogen and renewable CO<sub>2</sub> into bio-based products;
- liquefaction of biomethane and other renewable gases;
- cross-border and cross-sectoral exchange of renewable gases;
- the use of renewable gases, organic fertilisers, and renewable CO<sub>2</sub> and any other product resulting from renewable gas production;
- the planning, construction and operation of renewable gases installations;

(2) To achieve its purpose, the Association will:

- promote supporting policies with focus on independent production and use of renewable gases regarding the whole value chain in Europe;
- support technical developments in the renewable gases sector;
- support, collect, evaluate and disseminate the results of best available (scientific) evidence, best available technology and practical experiences in the field of renewable gases technology for the benefit of its members, policy makers, the general public and the environment;
- actively participate in research & innovation in collaboration with industrial partners and research centres;
- develop and promote European quality standards for planning and construction of renewable gases installation;
- develop and promote European quality standards for biomethane and other renewable gases, fertilisers and any other product resulting from renewable gases production;

- develop and promote European quality standards for the operation of renewable gases installations;
- promote and defend the interests of its members especially in relation to the European institutions;
- promote the professional exchange and reciprocal information on European and international level;
- support education in the field of renewable gases and build a positive public opinion;
- elaborate and promote standard rules for grid connection and priority access; and
- unite the different European stakeholders in the area of renewable gases.

The Association may perform all acts and carry out all procedures which have a connection with these objectives in their widest meaning.

(3) The Association shall not pursue financial, commercial or self-supporting objectives.

(4) To achieve its objectives, the Association may engage in any activity that promotes or realises its objectives and may become a member in any national or international institutions or organisations.

### SECTION 3: MEMBERSHIP

#### Article 5 - Members

(1) The Association shall consist of at least three (3) members.

(2) There shall be four (4) types of members ("**Members**") of the Association:

- Association members, as described in Article 5(3);
- Company members, as described in Article 5(4); and
- Research, education and institutional members, as described in Article 5(5)
- Honorary Members, as described in Article 5(6).

(3) Any national association from Europe whose members are actively promoting renewable gases may become an "**Association Member**" of the Association. The admission to the Association of any Association Member shall be subject to an application by the national association to, and the approval by, the Board.

(4) Any other natural or legal person whose activities involve, relate to or promote any of

the objectives or purposes of the Association described in Article 4(1) and who is a member of a national association promoting renewable gas may become a "**Company Member**". The admission to the Association of any Company Member shall be subject to an application by the person to, and the approval by, the Board.

- (5) Any research institute, educational institute or institution whose activities involve, relate to or promote any of the objectives or purposes of the Association described in Article 4(1) may become a "Research, Education and Institutional Member". The admission to the Association of any Research, Education and Institutional Member shall be subject to an application by the institute or institution to, and the approval by, the Board.
- (6) Any natural person who has in Europe significantly contributed to any of the objectives or purposes described in Article 4(1) may be awarded the title of an "**Honorary Member**". The admission to the Association of any Honorary Member shall be subject to the approval of the Board. Honorary Members shall not be required to pay any membership fees and shall not have any voting rights.
- (7) A list of all Members shall be kept at the secretariat of the Association.

#### **Article 6 - Termination**

- (1) The Board may terminate the membership of the Association of any Member if the Member fails to pay its membership fees by the date that is six (6) calendar months after the fees were due to be paid, and such failure continues for more than six (6) months after the date on which the Member receives a written request from the Association to remedy such failure.
- (2) Without prejudice to the provisions of the law, the General Assembly may suspend or terminate the membership of any Member on any justified grounds, including if any Member has acted in a way that is prejudicial to the interests of the Association or has violated the interests of the Association. The application for the suspension or termination of the membership of any Member under this Article 6(2) may be submitted by the Board or by one quarter ( $\frac{1}{4}$ ) of the votes at a General Assembly. Before the General Assembly votes on the application to suspend or terminate the membership of any Member, the respective Member shall be given the opportunity to present its case, either verbally or in writing to the General Assembly within an appropriate period of time.
- (3) Any Member may terminate its membership of the Association at the end of a calendar year by giving the Board not less than six (6) months prior written notice of its intention to terminate its membership.
- (4) If the membership of any Member is terminated, the Member shall have no right or claim over or on the assets of the Association.

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

- (1) The Members shall share the cost of the Association by paying an annual membership fee according to their category of membership.

- (2) The calculation of membership fees shall be set out in the Association's bye-laws.
- (3) The amount of the annual membership fees shall be determined by the General Assembly (upon a proposal by the Board) no less than three (3) months prior to the start of the calendar year to which the membership fees apply.

## **SECTION 4: ORGANISATION AND BODIES**

### **A. GENERAL PROVISIONS**

#### **Article 8 - Bodies of the Association**

- (1) The bodies of the Association are:
  - the General Assembly;
  - the Board;
  - the Advisory Councils.
- (2) If it is deemed necessary to effectively pursue the objectives of the Association, the Board may form one or more committees for the purpose of counselling or advising the Association.

#### **Article 9 - Language**

- (1) The working language of the Association shall be English. However, only the French version of the present statutes is published in the Moniteur belge, and is therefore effective against third parties.

### **B. THE GENERAL ASSEMBLY**

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

- (1) The General Assembly is the supreme authority of the Association and is responsible for the general policy of the Association, including:
  - the election and removal of the President;
  - the election and removal of members of the Board according to Article 14 of the Statutes;
  - the approval of the annual budget, the accounts and the activity report;
  - the amount of membership fees;
  - any amendment of the Statutes;
  - all decisions exceeding the powers reserved legally or by statute to the Board;

- the discharge of the members of the Board and, as the case may be, the auditors;
- the suspension or termination of the membership of a Member according to Article 6 (2) of the Statutes; and
- the dissolution of the Association.

(2) The General Assembly shall be composed of all Members of the Association.

#### **Article 11 - Voting Rights**

(1) The Association Members are entitled to a certain number of votes at the General Assembly according to their category:

- Category A: Association Members having up to 50 members
- Category B: Association Members having between 51 and 100 members
- Category C: Association Members having between 101 to 200 members
- Category D: Association members having between 201 and 500 members
- Category E: Association Members having 501 and 1000 members
- Category F: Association Members having between 1,001 members and 1,500 members
- Category G: Association Members having between 1,501 members and 2,500 members
- Category H: Association Members having between 2,501 members and 3,500 members
- Category I: Association Members having between 3,501 members and 4,500 members
- Category J: Association Members having between 4,501 members and 5,500 members
- Category K: Association Members having between 5,501 members and 6,500 members

The voting rights are attributed to the different categories as follows:

- Category A: one (1) vote
- Category B: two (2) votes
- Category C: three (3) votes

- Category D: four (4) votes
  - Category E: five (5) votes
  - Category F: six (6) votes
  - Category G: seven (7) votes
  - Category H: eight (8) votes
  - Category I: nine (9) votes
  - Category J: ten (10) votes
  - Category K: eleven (11) votes
- (2) All other Members, except the Honorary Members, have one (1) vote.
- (3) The details shall be defined in the bye-laws of the Association.
- (4) Any impeded Member may appoint any other Member as its proxy to represent it at the General Assembly. Any Member may not represent more than three (3) other Members as proxy.

#### **Article 12 - Procedure**

- (1) The General Assembly shall meet at least once a year. This meeting shall be called the Annual General Assembly or Ordinary General Assembly and shall take place in the first six (6) months of each calendar year.
- (2) At the request of the Board or of at least one-fifth ( $\frac{1}{5}$ ) of the Members, an Extraordinary General Assembly can be convened at any time. Where requested by the Members, the Extraordinary General Assembly shall be convened within two (2) months following the receipt of the request.
- (3) The General Assembly shall be convened by the President by electronic means or by ordinary letter sent to all Members at least twenty-one (21) days before the date of the meeting of the General Assembly. This notice shall be accompanied by the provisional agenda. If the General Assembly is to approve the activity report, the annual accounts for the previous year and the budget for the next year, these documents shall be attached to the invitation to attend. The General Assembly may discuss additional points which have not been listed on the agenda but any such additional points shall be for discussion only and shall not be voted upon. Any proposal which has been signed by the holders of at least one-twentieth ( $\frac{1}{20}$ ) of the voting rights of Members shall be put on the agenda.
- (4) The General Assembly shall be chaired by the President. In the absence of the President, one of the Vice Presidents shall take the chair of the General Assembly in accordance with Article 15 of the Statutes.

- (5) Without prejudice to Articles 21 and 23 of the Statutes, the decisions of the General Assembly are taken by a simple majority of the votes of the Members that are present or represented.
- (6) Voting of the General Assembly shall take place by means of a secret ballot if at least one (1) Member so requests. In case of equality of votes, the vote of the President or the Vice President acting in the former's capacity shall prevail.
- (7) The meeting and decisions of the General Assembly shall be recorded in written minutes that are signed by the President or its substitute.
- (8) All Members of the Association shall be informed of the decisions of the General Assembly. Each Member shall receive a copy of the minutes within six (6) weeks after any meeting of the General Assembly has taken place.
- (9) In exceptional cases, duly justified as emergencies and in the interests of the Association, decisions of the General Assembly may be taken by a two thirds (2/3) agreement of the Members, expressed by mail, fax or electronic mail, in a form to be defined by the bye-laws which will be addressed to each Member accompanied by an explanatory notice dealing with the motivation and requirements of the decision to be taken.

## **C. THE BOARD**

### **Article 13 - Powers**

- (1) The Board shall administer and manage the Association and has the most flexible power to do so. The powers of the Board shall include:
  - administering the Association and executing the decisions of the General Assembly;
  - the appointment and removal as well as the supervision of the activities of the Secretary General and the Director;
  - the appointment and removal of one of the Vice-Presidents;
  - preparing the budget of the Association, managing the Association's assets and ensuring that the Association's assets are put to good use;
  - execution of all necessary financial transactions;
  - preparing the meetings of the General Assembly;
  - consent and conclusion of all business contracts and contracts of purchase;
  - acting as plaintiff and as defendant before all court or similar proceedings and following all judgements, commit and compromise;
  - appointment and dismissal of all agents, employees and members of personnel of the Association, including the determination of their tasks and remuneration;



- the admission to the Association of any Member;
  - the termination of the membership of the Association of any Member for any non-payment of membership fees in accordance with Article 6 (1) of the Statutes;
  - formation of committees or sub-committees for the purpose of counselling or advising the Association;
  - the adoption of any bye-laws.
- (2) The Board may remove the Secretary General or the Director on any justified grounds, including if either of them has acted in a way that is prejudicial to the interests of the Association or has violated the interests of the Association.
- (3) The Board may delegate any of its powers to any Board member, any other Members of the Association staff or to any other person or committee. The details of any such delegation shall be defined in the Association's bye-laws.
- (4) Responsibility for each of the following matters shall be delegated to a sub-committee comprising a minimum of two (2) Board members:
- finance and audit - to review, and recommend to the General Assembly to approve, the annual report;
  - remuneration and human resources - to recommend decisions on issues to the Board;
  - projects, policies and lobbying - to recommend decisions on issues to the Board.
- (5) The Board members shall not be entitled to receive any compensation or remuneration in connection with their participation on the Board.
- (6) Any two (2) members of the Board shall be required to authorise the payment of any amount equal to or exceeding Euro 5,000 (five thousand Euros), or its equivalent in any other currency, if such amount has not been previously approved by the General Assembly as part of an annual budget.
- (7) Each Board member shall be required to disclose the nature and extent of any actual or potential conflict of interest and any interest in any contract, arrangement or project to be entered into or in which the Association may participate. Unless otherwise approved by the Board, a Board member and any natural or legal person connected with a Board member may not directly participate as a contractor in any projects initiated or sponsored by the Association.

#### **Article 14 - Composition and Votes**

- (1) The Board is composed of a minimum of nine (9) members comprising:
- the President who shall be appointed by the Associative Members among the

nominated Associative Members;

- a Vice-President, who shall be the Chairman of the Company Advisory Council appointed by the Company Members in accordance with the bye-laws;
- four (4) Board members who shall be nominated by the Association Members;
- three (3) Board members who shall be nominated by the Company Members as further specified in the bye-laws;
- a (1) Board member who shall be nominated by the Scientific Advisory Council on behalf of its Members and act as Chairman of the Scientific Advisory Council

(2) The members of the Board shall be elected to serve for a term of three (3) years. A Board member may not serve on the Board for more than three consecutive terms.

(3) The General Assembly may remove any member of the Board on any justified grounds, including if a Board member has acted in a way that is prejudicial to the interests of the Association or has violated the interests of the Association.

(4) Board meetings shall be chaired by the President.

(5) The Board shall convene as often as deemed necessary by the Secretary General, the Director, the President or by a minimum of three (3) Board members.

(6) Board meetings may take place either physically, by electronic means or by telephone.

(7) Each Board member shall have one (1) vote. Decisions of the Board shall be taken by simple majority. In the case of an equal number of votes, the vote of the President shall prevail.

#### **D. PRESIDENT**

##### **Article 15 - Powers**

- (1) The President shall be appointed by the General Assembly and shall chair the General Assembly and the Board.
- (2) If the President is absent or impeded, which shall be determined by the Secretary General or Director and notified to the Members of the Association, the President shall be replaced by the oldest Vice-President or, in the event of the latter's incapacity, by the second Vice-President. The Vice-President replacing the President shall have all the powers granted to the President under the Statutes. If the President is absent or impeded for more than six (6) months from notification to the Members of the Association, the President shall be deemed to have resigned and the Vice-President replacing the President shall continue as acting President until the end of his term and convene the General Assembly to elect a new President.

**E. SECRETARY GENERAL****Article 16 - Powers**

- (1) The Secretary General is an executive position, appointed by the Board to work with the Director to manage the day-to-day business and general management of the Association.
- (2) The Secretary General represents the Association towards third parties, independently and separately from the Director.
- (3) The Secretary General shall execute the tasks given to him by the bodies of the Association, the detail of which shall be set out in the Association's bye-laws.
- (4) The Secretary General may delegate specific tasks to a Board member or to a sub-committee of Board members. The details shall be set out in the Association's bye-laws.
- (5) All actions concerning the appointment, the dismissal or the resignation of the person to whom the day to day management has been conferred are to be published in the annexes of the Moniteur belge according to the applicable legal provisions.

**F. DIRECTOR****Article 17 - Powers**

- (1) The Director is an executive position, appointed by the Board to work with the Secretary General to manage the day-to-day business of the Association.
- (2) The Director represents the Association towards third parties, independently and separately to the Secretary General.
- (3) The Director shall execute the tasks given to him by the bodies of the Association, the detail of which shall be set out in the Association's bye-laws.
- (4) The Director may delegate specific tasks to a Board member or to a sub-committee of Board members. The details shall be set out in the Association's bye-laws.
- (5) All actions concerning the appointment, the dismissal or the resignation of the person to whom the day to day management has been conferred are to be published in the annexes of the Moniteur belge according to the applicable legal provisions.

**G. ADVISORY COUNCILS****Article 18 - Powers**

- (1) Advisory Councils, including the Company Advisory Council and the Scientific Advisory Council, shall advise the Board on specific topics, including industrial or scientific developments.
- (2) The Board may appoint advisory bodies according to the needs of the Association.

**Article 19 - Composition**

- (1) Any Company Member or Research, Education and Institutional Member may become a part of an Advisory Council.
- (2) Each Advisory Council is steered by a chairman elected by members of the Advisory Council.
- (3) A member of the Board shall be assigned to supervise the activities of each Advisory Council.

**SECTION 5: FINANCES****Article 20 - Accounts**

- (1) The financial year of the Association starts on the first of January and ends on the thirty-first of December of each calendar year.
- (2) The annual accounts of the past year as well as the budget for the upcoming year are established every year by the Board and are submitted to the Ordinary General Assembly for approval in its next meeting, within six (6) months of the closing date of the financial year. These documents are sent to the Members together with the notice convening the Ordinary General Assembly.
- (3) The annual accounts shall be deposited according to the applicable legal provisions.
- (4) The accounts are kept according to the Belgian accounting rules applicable to non-profit organisations (AISBL).
- (5) Unless the Association is obliged to nominate commissioners, every Member shall have the power to investigate and to verify the accounts. This power is to be performed at the registered office of the Association without removing the documents from that location.

**SECTION 6: FINAL PROVISIONS****Article 21 - Amendment of the Statutes**

- (1) Any proposal to amend the Statutes must come from the Board or from Members representing at least one quarter ( $\frac{1}{4}$ ) of the voting rights.
- (2) The notice to convene the meeting at which the General Assembly will vote on a proposal to amend the Statutes must include the text of the proposed amendment.
- (3) An amendment of the Statutes needs to be adopted by a majority of two thirds ( $\frac{2}{3}$ ) of the Members present or represented at the General Assembly and, as required, notarised. If any proposed amendment will amend the Association's purposes or objectives, these amendments can only be adopted by a four-fifth ( $\frac{4}{5}$ ) majority of the

votes of Members present or represented at the General Assembly.

- (4) Any amendments to the Statutes will become effective after compliance with the conditions of publicity required by law and, as the case may be, after the approval by a royal decree (arrêté royal).

## **Article 22**

- (1) The conditions on which the Statutes shall be implemented are set out in the bye-laws of the Association.

## **Article 23 - Dissolution**

- (1) The General Assembly may dissolve the Association.
- (2) Unless otherwise foreseen in the law, such a decision must be taken by a four-fifths ( $\frac{4}{5}$ ) majority of votes of the Members present or represented. The General Assembly may only vote on the dissolution of the Association if the members present or represented correspond to at least half ( $\frac{1}{2}$ ) of all Members registered to vote. If this quorum is not met a second General Assembly for the same purpose may not be convened before a period of three (3) weeks following the last General Assembly has passed. This second General Assembly may validly take decisions irrespective of the number of Members present or represented and can decide on the dissolution of the Association by a four-fifths ( $\frac{4}{5}$ ) majority of the Members present or represented.
- (3) Where the General Assembly resolves to dissolve the Association, the General Assembly will determine the manner of the liquidation and will nominate two executors and determine their powers. In all cases where the Association is dissolved (whether by the General Assembly or by judicial decision), the assets of the dissolved Association will be allocated by the General Assembly to perform similar objectives and purposes to those specified at Article 4.

## **Article 24**

- (1) Any matter which is not addressed explicitly in the Statutes or bye-laws shall be regulated according to the law. The renewed composition of the board as stipulated in Article 14 comes into effect as of the next board election - scheduled in 2022 - until which time the current board (elected in 2019) remains in office.