

# STATUTES

## of the European Biogas Association (EBA) a.i.s.b.l.

The present 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**

The Association is named European Biogas Association, hereinafter referred to as “the Association”. Its acronym is EBA.

The Association is governed by the present statutes and is subject to the Belgian law of 27 June 1921 on non profit associations, international non profit associations and foundations.

#### **Article 2 Head office**

The registered seat of the association is located at Etterbeek (1040 Brussels) Rue d’Arlon 63-65. 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**

The Association is established for an unlimited period of time. It can be dissolved at any time.

### **Section 2: Objective**

#### **Article 4 Purpose and Principles**

(1) The objective and purpose of the Association is to promote

- Anaerobic digestion of all kind of organic matter to produce biogas and fertiliser in a sustainable way

- Gasification of all kind of renewable organic matter to produce gaseous fuels in a sustainable way
- -The use of biogas, biomethane, fertilisers and any other product resulting from anaerobic digestion and gasification in Europe
- The planning, construction and operation of biogas, biomethane and gasification installations

In order to achieve these objectives, the Association will

- Promote supporting policies with focus on independent production and use of biogas and biomethane regarding the whole value chain in Europe
- Support technical developments in the biogas, biomethane and gasification sector
- Support, evaluate and disseminate the results of scientific research and practical experiences in the field of biogas, biomethane and gasification technology for the benefit of the general public and the environment
- Develop and promote European quality standards for planning and construction of biogas, biomethane and gasification installations
- Develop and promote European quality standards for biogas, biomethane, fertilisers and any other product resulting from anaerobic digestion and gasification
- Develop and promote European quality standards for the operation of biogas, biomethane and gasification 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 biogas, biomethane and gasification and build a positive public opinion
- Elaborate and promote standard rules for grid connection and priority access
- Unite the different European stakeholders in the area of biogas, biomethane and gasification

The Association may accomplish all acts and procedures, which have a connection with these objectives in their widest meaning.

(2) The Association does not pursue financial, commercial or self-supporting objectives. In order to achieve its objectives, the Association may engage in any activity to the realisation

of its purposes and become member in national as well as international institutions or organisations.

### **Section 3: Membership**

#### **Article 5 Members**

(1) The Association consists of at least three members. The first members are the founding members.

(2) Members of the Association can be national associations from the European continent whose members are mainly active in the field of biogas, biomethane or gasification. In this case, they will be full members. The full members can be admitted upon their written demand.

(3) Full Membership with voting rights is exclusively restricted to the founding members and full members of the Association.

(4) Any other natural or legal person, whose activities are related to renewable energy, biogas, biomethane or gasification industry and who is member of a national association (in those countries in which such associations exist) can become associated member without voting rights. The associated members can be admitted upon their written demand.

(5) Any natural person, who significantly contributed to the biogas, biomethane or gasification development in Europe, can become an honorary member without voting rights. Honorary members can be admitted upon the proposal of the Executive Board.

(6) A list of all members (full and associate) is to be kept at the secretariat of the Association.

#### **Article 6 Termination**

(1) The Executive Board may exclude a member (full or associate) when it fails to pay its membership fees for more than 12 months in a row despite a demand note addressed to it.

(2) Without prejudice to the provisions of the law of 27 June 1921, the General Assembly can decide to put membership on hold or to exclude a member or several members on

justified ground, notably if the person concerned acts prejudicial against the Association or have considerably violated the interests of the Association. The application of expulsion of a member can be submitted by the Executive Board or by one quarter of the members of the General Assembly. Before the General Assembly votes on the application of expulsion, 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) A member may leave the Association by the end of the respective calendar year after informing the Executive Board about its respective decision by registered letter observing a time limit of 6 months.

(4) A member that ceases the membership at the association cannot claim any right at all on the assets of the association.

### **Article 7 Membership fee**

The members share the cost of the Association by paying an annual membership fee according to their category. The details of the calculation of membership fees are regulated in the Association's Bye-laws. The amount of the membership fee of each category is fixed annually by the General Assembly upon the proposal of the Executive Board.

## **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 Executive Board and Advisory Councils.

(2) Committees for counselling or advisory purposes shall be created if it is deemed necessary to effectively pursue the objectives of the Association.

## **Article 9 Language**

The working language of the Association is 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. This includes in particular:

- Election or removal of the President
- Election or removal of members of the Executive Board and as the case may be of the commissioner(s);
- The approval of the annual budget, the accounts and the activity report
- Admission and withdrawal of membership
- Approval of membership fees
- Amendment of the Statutes
- Adoption of the bye laws proposed by the Executive Board
- All decisions exceeding the powers reserved legally or by statute for the Executive Board;
- Discharge of the members of the Executive Board and as the case may be the commissioner(s)
- Dissolution of the Association.

(2) The General Assembly is composed of all full members of the Association. The General Assembly elects the President and the two Vice Presidents of the Association as well as the remaining members of the Executive Board amongst the representatives of the associations that are full members for a term of three years. Re-election of Executive Board members is possible. However, the term of the President, can only be renewed twice. The General Assembly may approve the appointment of the advisory committees as regulated in the bye laws for a term of up to three years, which may be renewed.

(3) The General Assembly is chaired by the President. The President directs the General Assembly's discussions and the work of the Executive Board.

## **Article 11 Voting Rights**

(1) All full members of the Association are entitled to a certain number of votes according to their category. Belonging to

Category A: full members having up to 100 members

Category B: full members having up to 500 members

Category C: full members having more than 500 members

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

Category A: 1 vote

Category B: 2 votes

Category C: 3 votes

The details are defined in the bye laws of the Association.

(2) Any member impeded to assist at a General Assembly may be represented by another full 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 Assembly, shall take place in the first semester of the year.

(2) Upon decision of the Executive Board or request of at least 1/5 of the full members, an Extraordinary General Assembly can be convened at any time. In case of the latter, the convocation has to be conducted within two months following the receipt of the request.

(3) The General Assembly is convened by the President upon decision of the Executive Board by electronic means or ordinary letter sent to all members at least 21 days before the date of the 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 one, these documents shall be attached to the invitation to attend. For discussion but not for voting the Assembly can deliberately add points which

have not been mentioned in the agenda. Any proposal which has been signed by the holders of at least 1 / 20 of the voting rights of members shall be put on the agenda.

(4) The General Assembly is chaired by the President. In the event of the absence of the President, one of the Vice Presidents takes the chair.

(5) Without prejudice to articles 14, 19 and 21 of the present statutes, the decisions of the General Assembly are taken by simple majority of the votes of the members that are present or represented. The voting shall take place by means of a secret ballot if at least one 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. Associate members participate in the resolutions of the General Assembly in a consultative capacity.

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

(7) The members of the Association shall be informed of the decisions of the General Assembly. To this purpose, each member shall receive a copy of the minutes within six weeks after the meeting has taken place.

## **C. The Executive Board**

### **Article 13 Powers**

(1) The Executive Board shall administer and manage the Association and has the most flexible power to do so. The competences of the Executive Board comprise in particular

- administrating the Association and executing the decisions of the General Assembly;
- drawing the budget of the Association, managing the Association's assets and to care for their 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 juridical institutions 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

(2) The Executive Board may delegate special matters to the Secretary General. The details are defined in the association's bye-laws.

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

(1) The Executive Board is composed of a maximum of 7 representatives of the members who have the status of full member of the association. The President and the Vice Presidents form part of the Executive Board. The number of the members of the Executive Board may not be less than three. They are elected by the General Assembly by means of a secret ballot. The details are regulated in the Bye Laws.

(2) The General Assembly can decide to remove a Board member or several Board members from the Executive Board on justified grounds, notably if the Board members concerned act prejudicial against the Association or have considerably violated the interests of the Association. This decision needs to be taken by a 4/5 majority of votes.

(3) The Executive Board is chaired by the President. The Executive Board shall convene as often as it deems necessary upon request of the President. The session can take place either physically, by electronic means or by telephone.

(4) Each member has one vote. Decisions are taken by simple majority. In case of equality, the President's vote shall prevail.

#### **D. The President of the Association**

##### **Article 15**

(1) The President is responsible for the general management of the Association which he validly represents towards external parties. In particular he is responsible for:

- (a) the execution of the General Assembly's decisions;
- (b) studying the Executive Board's and respectively all other Advisory Committees' recommendations and the possibility to put them into practice ;
- (c) signing agreements with other institutions in the name of the Association.

He may delegate specific tasks to the Sectary General. The details are regulated in the association's bye laws. The President signs those acts that are binding for the Association and go beyond day-to-day management.



(2) The President proposes the members to be voted for the Executive Board. The President directs the General Assembly's discussions and the work of the Executive Board. He is by right a member of the Executive Board and all further advisory committees

(3) In case of urgency, the President can organize an urgent consultation among the Association's Members by electronic means, with a minimum answering delay of 10 working days. Any proposition to which a majority in terms of voting rights of the members have adhered in writing is equivalent to a decision by the General Assembly.

## **E. The Treasurer**

### **Article 16**

The Treasurer is elected by the Executive Board amongst its Members. His main responsibility is to look after the conservation of the Association's assets. At the President's request, he may express an opinion or give advice concerning all financial and budgetary matters. He is regularly kept updated by the Secretary General about the financial situation of the Association. His signature is required for all exceptional expenses of the Association (exceeding 8 000 Euros). In case the Secretary General acts at the same time as treasurer, a member of the board has to co-sign.

## **F. The Secretary General**

### **Article 17**

The Secretary General is designated by the Executive Board upon proposal by the President. He is responsible for dealing with the Association's day-to-day business and executes the tasks delegated to him by the President or the bodies of the Association. His responsibilities comprise in particular

- the management of the Association's Secretariat
- representing the Association towards the European Institutions, national authorities, other stakeholders as well as the media
- organising the activities of the Executive Board;

Ensuring the execution of decisions of a financial nature, he handles the treasury of the Association and keeps the Treasurer regularly updated on it. The withdrawal of the day to day management can be decided by the Executive Board.

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 of the Advisory Councils**

Advisory Councils shall advise the Executive Board on specific topics (industrial or scientific developments).

### **Article 19 Composition**

Any EBA member, who has a status of an associated member, can become a part of the Advisory Councils. A Council is steered by the Chairman proposed by members of the Advisory Council and elected by the board. The Chairman is invited to the Board meetings with voting right. His role in the board ceases with the end of his Chairmanship.

A full member of the board is assigned to accompany the Advisory Councils activities.

## **Section 5: Finances**

### **Article 20 Accounts**

(1) The financial year starts on the first of January and ends on the thirty-first 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 Executive Board and are submitted to the ordinary General Assembly for approval in its next meeting. These documents are sent to the full members together with the convocation for the ordinary General Assembly.

(3) The annual accounts are deposited within the filer of the Association 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 full member has most extensive power to investigate and to verify the accounts. This power is to be performed at the registered office of the association without removal of the documents at the instigation of the person designated by the member, being it from its entity or not.

## **Section 6: Final Provisions**

### **Article 21 Modification of Statutes**

(1) Any proposal aiming at modifying the present statutes must come from the Executive Board or from members representing at least one quarter (1/4) of the voting rights.

(2) The convocation to the General Assembly which will vote on such a proposal must include the text of the proposal.

(3) A modification of the statutes needs to be adopted by a majority of two third (2/3) of the members present or represented and, as the case may be, to be notarised. In case the modification is related to or affects the organisation's purpose and activities for which the organisation was set up, these modifications can only be adopted by a four-fifth (4/5) majority of the votes of members present or represented.

(4) Modifications to statutes will be effective after the 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**

The conditions on which these statutes shall be implemented are set out in the Bye-Laws of the association.

### **Article 23 Dissolution**

(1) The General Assembly can decide to dissolve the Association. Unless otherwise foreseen in the law of 27 June 1921, such a decision must be taken by a four-fifth (4/5) majority of votes of the members present or represented. The General Assembly can only vote on the dissolution of the Association if the members present or represented correspond to at least the half (1/2) of all registered votes. If this quorum is not met a second General Assembly for the same purpose may not be convened before a period of three weeks following the last General Assembly has passed. This second General Assembly can valuably take decisions

irrespective of the number of members present or represented and can decide on the dissolution of the association by a four-fifth (4/5) majority of the members present or represented.

(2) In case of deliberate dissolution, the General Assembly will determine the modalities of the liquidation. The General Assembly will nominate two executors and determine their power. In all cases of deliberate or judicial dissolution, the net worth of the dissolved association will be allocated by the General Assembly to similar works.

#### **Article 24**

All, which is not foreseen explicitly in the present statutes or bye laws, is regulated according to the law of the 27<sup>th</sup> of June 1921.