

EREF

European Renewable Energies Federation

The current statutes are of a non-profit European organisation constituted conforming to the Belgium law of 27th June 1921.

CHAPTER I General Provisions

Article 1

The association is known under the name: "EUROPEAN RENEWABLE ENERGIES FEDERATION". Its acronym is EREF.

Article 2

The registered seat of the Federation is located in Avenue Marnix 28, 1000 Brussels, Belgium, and belonging to the jurisdiction of Brussels. Its seat may be transferred to at any other place in Belgium designated by the General Assembly.

Article 3

The duration of existence of the Association is unlimited. It can be dissolved at any time.

Article 4

The Association is a federation of associations, organisations and companies from 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 develop and promote the activities of its members,
- to promote and defend the interests of its members especially in relation to the European institutions,
- to encourage the relations between its members in a general way,
- to promote the professional exchange and reciprocal information and
- to encourage the common support between the members, in all activities and transactions.

The Association may accomplish all acts and procedures, which have a connection with these objectives in their broadest meaning. The means to reach these targets are described in the internal rules and regulations (Bye Laws).

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CHAPTER II Membership

Article 5

The number of members of the Association is not limited. The minimum is fixed at three. The first members are the undersigned founders.

Article 6

1. EREF membership shall comprise the following categories: full membership, associated membership, sponsoring membership.
2. Associations and organisations of producers of renewable energies from European Union and EFTA countries can become full members of the Federation.

An individual company may acquire full membership under the following conditions:

1. it has its prominent focus on the production of electricity, heat or fuel from renewable sources or
2. is engaged in the planning and development of RES projects or
3. 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 RES energy producers. This shall equally be valid in case of change in the ownership structure of an existing company member of the association.

3. 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. Any other natural or legal person, related to renewable energy, especially similar associations from non-European Union associates countries can become an associated member. They may also opt to become sponsoring member.

Article 7

1. Members are admitted on their written demand. The admission of new members is decided in sovereignty by the Board, but needs to be ratified by the annual meeting of the General Assembly.
2. A member may leave the Association by the end of any calendar year after informing the Board in writing about its respective decision, giving at least three month notice.

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3. The General Assembly can decide to suspend or to exclude one or several members on justified ground, notably if the persons concerned act prejudicial against the Association, have considerably violated the interests of the Association or act against the independence or interest of the RES producers represented by the association. This decision is taken by 2/3 majority. The application to expel a member can be submitted to the General Assembly by the 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 his or her case, either verbally or in writing to the General Assembly within an appropriate period of time.

Article 8

A member, who withdrew, was suspended or excluded, as well as his heirs or those, which may have the right of the deceased associate, have no rights to the funds of the Association. They cannot reclaim or require or raising or rendering of neither accounts nor apposition of seals or inventory.

Article 9

All members bring in to the association the active co-operation with their capacities and their dedication. The membership fees for the active members and associated members, the amount and modalities of payments are proposed by the Board and must be approved by the General Assembly.

CHAPTER III Bodies of the Federation

Article 10

1. The bodies of the Federation are the General Assembly and the Board.
2. 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

The General Assembly is the sovereign authority of the association. It has an authority as expressly recognised by the law or the present statutes.

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 budgets and accounts;

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- the deliberate dissolution of the association;
- the admission and exclusion of members and associated members;
- the approval of membership fees;
- the appointment of two internal auditors;

Article 12

The General Assembly must be held during the first semester of a year. By decision of the Board or on demand of at least one fifth of the members of the Association an extraordinary General Assembly can be called at all times. Each meeting is held on the day, hour and in the place as mentioned in the convocation. All members have to be convoked.

Article 13

The General Assembly is convened by the Board via ordinary mail or fax or electronic mail addressed to each member, at least four weeks before the assembly and signed by the secretary on behalf of the President. The agenda is mentioned in the convocation. Without prejudice to the provisions foreseen in the law of 27th of June 1921, the assembly can deliberately add points which have not been mentioned in the agenda.

Article 14

1. Each member has the right to attend the General Assembly. All members have an equal right to vote each disposing of one vote. Associated and sponsoring members have no right to vote.
2. 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 Bye Laws of the Association.

Article 15

The President of the Board presides over the General Assembly.

Article 16

Unless the law of the 27th of June 1921 provides differently, the General Assembly is composed validly if at least one third of its members are present or represented, and the decisions are taken if at least 51% of the members representing associations are voting in favour of the decision in question. . In the absence of a quorum, a second assembly must be held within six weeks at which no quorum will be required. The decisions of the assembly are recorded in writing in form of a protocol, signed by the President or a representative. The minutes are kept at the registered seat of the Association, where all associates can study it, but without displacement of the documents. All associates or third persons justifying their interest may ask for copies.

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The Board

Article 17

1. The Board shall manage the Federation in line with the decisions of the General Assembly without prejudice to the powers of the General Assembly.
2. The Board is composed of a minimum of three members elected by the General Assembly for a two-year term. The renewal of the mandate of the Board members will be in accordance with the Bye-laws of the Federation. 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.
3. The Board meets as often as the interests of the Federation so require, when called upon to do so by the President or, if at least, one third of its members request it.

Article 18

1. The Board may take decisions if the majority of its members are present or represented, assuring always that a minimum of three members are present. A decision is taken if at least 51% of the members representing associations are voting in favour. If there is a parity of votes, the vote of the President or of his replacement is preponderant.
2. 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

1. The Board has the most flexible power for the administration and management of the association. The competences of the Board comprise in particulara
 - 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 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

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- Appointment and dismissal of all agents, employees and members of personnel of the association, including the determination of their tasks and remuneration
2. 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.

Article 20

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. The Board will determine the director's power and mandate and eventually the salary or honorarium.
2. The withdrawal of the day to day management can be decided by the Board. All actions concerning the appointment, the dismissal or the resignation of the day to day management are to be published in the annexes of the Moniteur belge according to the applicable legal provisions.

The President

Article 21

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

CHAPTER IV Finances

Article 22

1. The financial resources of the Federation consist of contributions from its members as well as any other kind of income. The internal rules of procedure lay down the scale of financial contributions. The annual fee may not exceed 40,000 EUR.
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 regular General Assembly for approval. Exceptionally, the first exercise will end on the 31.12.2000.

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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 27th June 1921.
2. The conditions on which these statutes shall be implemented are set out in the Bye-Laws of the federation.

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 the 27th of June 1921.

These Statutes have been established on 6 July 1999 and changed on the General Assembly on 30 May 2007.