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Articles of Association

European Energy Award AISBL

In these Articles of Association, the following terms are to be defined as follows:

Association: means the association identified in Article 1 of these Articles of Association.

Chair: means the position in the Executive Board in accordance with TITLE V.Article 15 of these Articles of Association.

eea programme: means the European Energy Award Programme, a quality management, certification and awarding system for local authorities with its own instruments and processes (more information can be found in the Internal Rules and Regulations).

European Energy Award Office: means the managing and operational body of the Association as defined in TITLE V.Article 17 of these Articles of Association managed by the Managing Director.

Executive Board members: means the members of the Executive Board.

Executive Board: means the governing body of the Association as defined in TITLE V.Article 15 of these Articles of Association.

General Assembly: means the governing body of the Association as defined in TITLE V.Article 16 of these Articles of Association.

Honorary Members: means the honorary members as defined in TITLE IV.Article 9 of these Articles of Association.

Internal Rules and Regulations means the internal rules and regulations as defined in TITLE VII.Article 21 of these Articles of Association.

Managing Director: means the managing director as mentioned in TITLE V.Article 15 of these Articles of Association.

Members: means the Ordinary Members, Sustaining Members and Honorary Members.

Ordinary Members: means the ordinary members as defined in TITLE IV.Article 9 of these Articles of Association.

Sustaining Members: means the sustaining members as defined in TITLE IV.Article 11 of these Articles of Association.

Trustee: means the national or regional organization which has acquired a license to enter the eea programme.

Vice-Chair: means the position in the Executive Board in accordance with TITLE V.Article 15 of these Articles of Association.

TITLE I. Legal Form, Name, Registered Office, Duration

Article 1. Legal Form

The Association is an international non-profit association (hereafter "Association") subject to Code of Companies and Associations of 23 March 2019 (hereinafter referred to as the "CCA"), published in the Belgian Official Gazette of 4 April 2019.

Article 2. Name

2.1. The Association shall be named 'European Energy Award'.

2.2. All deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether in electronic or non-electronic form, issued by the Association, must mention the following details: 1°) the name of the Association, 2°) the legal form, in full or in abbreviated form, 3°) the full address of the registered office, 4°) the company number, 5°) the mention "rechtspersonenregister" (register of legal persons) of RPR and the competent court according to the address of the registered office, and, 6°) where the case may be, the fact that the Association is in liquidation.

Article 3. Registered office

3.1. The registered office of the Association is established in Belgium in the region of Brussels-Capital.

3.2. The Executive Board can move the registered office to any other location in the region of Brussels-Capital without any modification of the statutes being necessary.

3.3. The Association shall have no political or religious affiliation.

Article 4. Duration

4.1. The Association is formed for an undefined period.

TITLE II. Disinterested purpose, Duties

Article 5. Disinterested purpose

5.1. The Association shall operate throughout Europe. Exemptions shall require the consent of the Executive Board.

5.2. The disinterested purpose of the Association shall be to promote environmental protection, and in particular to promote sustainable energy use and climate protection at the municipal level, thus contributing to the development of society in a manner that is compatible with the environment. The Association shall advocate the economical, efficient use of existing resources and the increased use of renewable energy sources by informing municipalities, as important carriers of competence and role models for targeted, impact-oriented energy and climate policies, about structures and processes that are of relevance to the environment, as well as about potential opportunities to save energy, expand the use of renewable energy sources and protect the climate. The Association supports the creation of incentives and adequate tools for municipalities. The Association supports regional and national trustees in introducing relevant programs and implementing corresponding activities.

Article 6. Activities/subject

6.1. The disinterested purpose as stated in these Articles of Association shall in particular be achieved by the following activities:

- (a) Organization of specialized events on topics relating to environmental protection, in particular energy savings, efficient energy use, the use of renewable energy sources and climate protection.
- (b) Publications in special-interest periodicals, on Web pages and other established media.
- (c) Provision of relevant newsletters, user pages and email mailing lists and other established means of information and communication.
- (d) Organization and support of exchanges of experience and transfers of expertise relating to energy efficiency and renewable energy sources among municipalities.
- (e) Coordination and communication with regional and national trustees of the "European Energy Award Programme" (hereinafter also "eea programme"), especially on the "European Energy Gold Award", and provision of targeted information to and liaison with relevant institutions, networks and decision-making bodies in Europe.
- (f) Further development of the eea programme and the eea instruments
- (g) Certification of communities with the European Energy Award Gold

Article 7. Duties

- 7.1. Furthermore, in order to achieve the abovementioned statutory purposes and activities, the Association may take any and all initiatives that directly or indirectly relate thereto to help achieve them or would be necessary, useful or desirable for the furtherance or accomplishment of the goals and objectives of the Association, as interpreted in the broadest sense.
- 7.2. The Association may join national or international non-profit organisations that pursue the same or similar goals.
- 7.3. The Association shall operate according to the principle of subsidiarity: the Association shall only take on tasks that its Members are unable to perform, harmonisation at the higher organisational levels is to be limited to the essential.

TITLE III. Disinterested Activity, Non-profit Status, Financing and Expenditure

Article 8.

- 8.1. The Association shall pursue its activities on a disinterested and altruistic basis. The Association may obtain funding through membership fees, donations, license fees, program contributions, levies, personal contributions of members, support contributions for specific purposes, project funding and non-repayable grants.
- 8.2. The Association is authorised to carry out economic activities in so far as they are in line with the purposes and activities defined above, and are ancillary to these in nature, and provided that any profits generated are fully attributed to the achievement of the altruistic objectives pursued by the Association. Association funds shall only be applied for the purposes set forth in these Articles of Association. No part of such funds shall inure to the benefit of any person or organisation, (including the Members of the Association), except as reasonable compensation limited in time for services rendered or work delivered to the Association in relation to its purpose or if such allocation is done with the purpose of fulfilling its charitable purpose by that person or organisation.
- 8.3. Members shall have no claim to the Association's assets and shall not be entitled to any (proportional) refunds of annual fees, including upon

termination of their membership or upon the dissolution of the Association.

- 8.4. No person shall benefit from expenditure alien to the purpose of the Association, or from unreasonably high remuneration. The members of the Association's bodies may receive a reasonable compensation in exchange for the execution of their tasks. The amount of this compensation is in principle determined by the Executive Board and approved by the General Assembly through the approval of the annual budget. The amount of the compensation of the members of the Executive Board is however determined by the General Assembly. Reasonable expenses may be reimbursed upon submission of evidence that the expenses were made in relation to the Associations' purpose.

TITLE IV. MEMBERS

Article 9. General - admission

- 9.1. The Association shall comprise Ordinary Members, Honorary Members and Sustaining Members (hereinafter collectively also "Members").
- 9.2. Membership is open to any public-law entities and legally competent natural persons and organisations that subscribe to the Association's goals and meet the membership criteria described below.
- 9.3. Each Member-organisation shall designate one natural person as its representative. The representative shall act on behalf of the Member-organisation in connection with the Association's matters. The identity of the Representative will be notified to the Association in writing.
- 9.4. The Association may freely decide on the admission of new members. If it rejects an application, it shall not be obligated to inform the applicant of the reasons for the rejection.
- 9.5. The Executive Board shall decide on written applications for Ordinary and Sustaining Memberships.
- 9.6. Honorary Membership shall be awarded by resolution of the General Assembly.

Article 10. Ordinary Members

- 10.1. There are 5 different categories of Ordinary Members.
- 10.2. Upon receipt of an application for admission, the membership as an Ordinary Member can be awarded by the Executive Board if the following membership criteria are met:
- 10.2.1. **Category A Member** (national eea programme trustees with long-term rights to the eea programme, with or without nationally registered eea trademark rights):
- Running successfully and financing an established national eea programme, incl. established and institutionalized structures and well defined stakeholders
 - Be a public organisation or be publicly supported (publicly supported means that the trustee has a financial, organisational or political support of a public body, public- private-partnerships are one possible form of being publicly supported)
 - Financial capacity to sustain the eea programme and to pay the eea programme fees
- 10.2.2. **Category B Member** (national/regional eea programme trustees

with rights of use to the eea programme limited in time):

- Running a national/regional eea programme, incl. an institutionalized national/regional eea programme office
- Financial capacity to sustain a national/regional eea programme and to pay the eea programme fees

10.2.3. **Category C Member** (national/regional eea programme pilot trustees with rights of use to the eea programme limited in time):

- Being about to build-up a national/regional eea programme
- Financial capacity to build-up a national/regional eea programme and to pay the eea programme fees

10.2.4. **Category D Member** (other Ordinary Members):

- No specific requirements

10.2.5. **Category E Member** (European Energy Award Gold communities and other communities):

- Being a community (e.g. municipality or region: Agglomeration, Communauté urbaine, Landkreis, region of several municipalities) participating in an eea programme

10.3. An Ordinary Member can be a Category A, B, D or E Member for an unlimited period. Category A membership can only be awarded after at least 2 years of Category B membership, except for the national eea programme trustees of Austria, Germany, France, Luxembourg, Monaco and Switzerland (incl. Liechtenstein) which will be granted Cat. A membership immediately at the time of the incorporation of the Association. Category C membership can only be awarded for maximum 3 years. Upon request by the member Cat. C the Executive Board may prolong this membership.

10.4. Regional trustees in a country with a national trustee can only be awarded Category D membership.

10.5. The Executive Board decides on the allocation of the Ordinary Members to the different categories based on the criteria listed above.

10.6. When admitting national/regional trustees as Category A or B Members, organisations with a public structure shall have priority.

10.7. In principle there shall only be one Category A Member per country. In the case of countries where several parties agree to share the national eea programme rights, the parties will have to share their Category A voting rights and cast a joint vote. If they cannot agree upon a joint vote, they shall not be allowed to cast a vote.

10.8. Category A, B and C Members shall be required to remain Members for as long as they wish to retain the eea programme and trademark rights.

The following duties have to be fulfilled by Members Category A, B and C:

- Provision of an annual status report according to the 'Annual status report template' (incl. definition of participating communities) detailing e.g. annual development of participating communities, accredited advisors and auditors and financial operating scheme of the national programme (fees for communities, subsidies, etc.). The results of the annual status reports shall be made available to all Ordinary Members of the Association.
- Regular participation and representation at international meetings.
- Contribute staff resources to the activities of the Association as stipulated in the corresponding annual budget

Article 11. Honorary and Sustaining Members

- 11.1. Sustaining Member status shall be granted by acceptance of a relevant application for admission.
- 11.2. Honorary Membership shall be awarded to natural persons or organisations particularly deserving of recognition for their service to the Association's goals.
- 11.3. Honorary Members and Sustaining Members shall have no further membership rights or duties, and in particular no voting rights at the General Assembly.

Article 12. Termination of Membership

- 12.1. Membership shall terminate upon the Member's death (or dissolution, in the case of organisations), expulsion or resignation.
- 12.2. A Member may be expelled by resolution of the Executive Board, if
 - (a) the Member remains in arrears with membership fees after two formal written reminders and a further written notice of possible expulsion has been served one month after the second reminder;
 - (b) the Member engages in conduct grossly harmful or detrimental to the Association (that means serious breach of the Articles of Association);
 - (c) the Member does not fulfil its duties;
 - (d) the Member becomes insolvent or is declared bankrupt;
 - (e) the Member breaches the good faith of the Association;
 - (f) the Member no longer fulfils the membership criteria listed above (see Art. 5 and 6);
- 12.3. The Member shall be informed of the Executive Board's decision to expel. The Member may appeal against this decision within a period of four weeks from receipt of the expulsion notice by having the matter referred to the General Assembly via the Executive Board. If no appeal is launched, the expulsion takes effect after the expiry of the four weeks deadline. The General Assembly shall decide on the appeal in a special meeting. If it fails to confirm the expulsion by the required majority under Art. 11.8.b, the Member shall remain a Member. The expulsion shall take effect as from the confirmation of the appeal by the General Assembly.
- 12.4. Resignations shall be submitted to the Executive Board in writing and shall take effect immediately.

Article 13. Membership Fees, Levies

- 13.1. Fees shall be collected from Ordinary Members annually, in the amount and at the due dates specified by the General Assembly. Apart from the first membership fees due after the founding of the Association, all future increases in fees shall not take effect until the fiscal year following the General Assembly.
- 13.2. The Executive Board may grant payment deferrals in justified cases and may waive the payment of fees and levies in individual cases. Annual membership fees shall be payable at the beginning of the fiscal year.
- 13.3. Membership fees of Sustaining Members shall be paid by remittance of the applicable sponsorship amount; the minimum for this amount shall be set by the General Assembly.
- 13.4. Honorary Members shall be exempt from membership fees.

TITLE V. GOVERNING BODIES OF THE ASSOCIATION AND REPRESENTATION

Article 14. General

- 14.1. The governing bodies of the Association shall be the Executive Board, the General Assembly and the European Energy Award Office.
- 14.2. The General Assembly may install working groups to the current needs and thematic focus of the Association. The role and responsibilities of each working group will be further defined by the Executive Board.

Article 15. Executive Board

- 15.1. The Association shall be governed by the Executive Board. The Executive Board shall be responsible for all of the Association's affairs except those matters assigned to another body of the Association under these Articles of Association.
- 15.2. The Executive Board shall comprise at least 5 Executive Board members.
- 15.3. In the Executive Board, at least the positions of Chair and Vice-Chair shall be filled.
- 15.4. The members of the Executive Board shall be appointed by the General Assembly for a term of two years and shall furthermore remain in office until a new Executive Board has been elected. Executive Board members may stand for re-election.
- 15.5. The Executive Board shall conduct the Association's affairs on the basis of the strategy and policies set by the General Assembly.
- 15.6. Both natural persons and organisations can be appointed as members of the Executive Board. When an organisation is appointed as a member of the Executive Board, it shall appoint a permanent representative to carry out the mandate in the name and on behalf of the organisation.
- 15.7. The Executive Board shall meet at the request of the Chair, three other Executive Board members or the European Energy Award Office. It shall take its decisions by simple majority of the Executive Board members present. In case of a tie, the Chair shall have a casting vote. Decisions can never be taken by Executive Board members representing only one country. The Executive Board cannot validly deliberate if fewer than half of its members are present. Substitutes and proxies may be appointed.
- 15.8. Meetings of the Executive Board shall be convened by the Managing Director in writing, giving no less than three weeks' notice and attaching the agenda to the invitation to the meeting.
- 15.9. The Executive Board may take decisions by written resolution procedure, if all Executive Board members consent to this procedure. Decisions taken by written resolution procedure shall require the consent of at least a majority of Board members.
- 15.10. The term of a member of the Executive Board shall end if it/he/she withdraws or if the organisation of which it/he/she is the representative ceases to be a Member of the Association. Furthermore, the General Assembly may at any time decide to dismiss members of the Executive Board.
- 15.11. If a member of the Executive Board resigns before the end of its/his/her term, the Executive Board may elect a successor for the remaining term of the departing Executive Board member or may take over the resigned Executive Board member's business until a successor has been appointed.
- 15.12. Meetings of the Executive Board may be validly held digitally via video or teleconference, whereby the verification of attendance, proxies and actual deliberation and decision-making must be possible. These meetings may also take place in hybrid form (partly physical, partly digital).

Article 16. General Assembly

- 16.1. The General Assembly shall consist of the Members.
- 16.2. Category B, C, D and E Members shall have 1 vote in the General Assembly. Category A Members shall have 2 votes at the General Assembly.
- 16.3. The ordinary General Assembly shall take place annually. It shall be convened in writing by the Chair of the Executive Board, giving at least three weeks' notice and providing the agenda. The notice period shall begin on the day after the written invitation has been sent. The written invitation shall be deemed as having been received by a Member if it was sent to the last address provided to the Association by the Member in writing.
- 16.4. A special General Assembly shall be convened by the Chair of the Executive Board whenever the interests of the Association so require or following a written request to the Chair of the Executive Board by at least one third of the Members, stating the reasons for and purpose of the meeting.
- 16.5. If a Statutory Auditor has been appointed, he may call the General Assembly when one fifth of the members of the Association so request.
- 16.6. The Executive Board shall set the agenda for the General Assembly. However, any Member and any Association body may make written requests for items to be placed on the agenda to the Executive Board until two weeks before the General Assembly at the latest. These additional agenda items will be communicated to the Members at least one week before the General Assembly.
- 16.7. The General Assembly can be held completely or partially physically or by electronic means (e.g. video or telephone conference). The (partially) digital General Assemblies shall be held in accordance with the procedures specified in Art. 10:7/1 CCA.
- 16.8. The members may, unanimously and in writing take all decisions that fall within the competence of the General Assembly, with the exception of amendments to the Articles of Association.
- 16.9. The General Assembly shall be chaired by the Chair of the Executive Board, or by the Vice-Chair if the Chair is unable to attend; if no member of the Executive Board is present, the Chair of the Assembly shall be appointed by the General Assembly. When electing the Chair, the meeting will be chaired for the duration of the election and the preceding debate by a member of the Executive Board who is not a candidate for the position.
- 16.10. The General Assembly shall adopt resolutions by simple majority vote of the attending Members entitled to vote; absent Members may only be represented by another Member holding a written proxy. Votes shall be by open ballot unless a secret ballot is requested. The following resolutions shall be an exception to the simple majority rule:
- (a) Adoption of amendments to the Articles of Association or the dissolution of the Association shall require a three-quarters majority of the attending and represented Members entitled to vote and a three-quarters majority of the attending and represented Category A Members.
 - (b) Certain other votes and amendments shall only be resolved if they attract a simple majority vote of the attending Members entitled to vote and a three-quarters majority of the attending and represented Category A Members. These are namely the confirmation of the expulsion of Members, the revocation of Honorary Membership, adjustments to the scale of membership fees, fundamental amendments to the eea programme tools and the rights of use to the eea programme

- (c) The establishment of working groups requires a three-quarters majority of the attending Members entitled to vote.
- 16.11. Resolutions of the General Assembly shall be recorded in minutes, which shall be signed by the Chair and the Managing Director. Thereafter the minutes will be sent to all members and will be entered into a register that is kept at the registered office of the Association. Each Member has the right to inspect the minutes.
- 16.12. The General Assembly shall be responsible for the following matters:
- (a) Approval of the budget prepared by the Executive Board for the next fiscal year, the annual re- port of the Executive Board, the annual accounts of the Association and the auditor’s report;
 - (b) Fundamental amendments to the eea programme tools and the rights of use to the eea programme;
 - (c) Setting of membership fees and levies;
 - (d) Election, dismissal and discharge of the members of the Executive Board;
 - (e) Establishment of working groups;
 - (f) Appointment of the statutory auditor;
 - (g) Resolutions on amendments to the Articles of Association and on the dissolution of the Association;
 - (h) Awarding of Honorary Memberships;
 - (i) Decisions on Members’ appeals against expulsion from the Association;
 - (j) Determining the overall strategic direction and policy of the Association.
 - (k) All other cases where required by law or the articles of association
- 16.13. In principle, the election of the members of the Executive Board shall be done by block elections. However, in case there are multiple candidates for one position, the elections shall be done per position. The position shall be granted to the candidate who receives more than half of the valid votes cast. If none of the candidates receives more than half the valid votes cast, a run-off election shall be held between the two candidates with the most votes. The candidate who receives the most votes in that run-off election shall then be elected. In case of a tie, the Chair of the Assembly shall draw lots to decide the winner.

Article 17. European Energy Award Office

- 17.1. The European Energy Award Office shall be responsible for the daily management and administration of the Association.
- 17.2. The European Energy Award Office shall be managed by the Managing Director, who shall be appointed by the Executive Board.
- 17.3. The tasks of the European Energy Award Office shall be further specified by the Executive Board in the Internal Rules and Regulations.
- 17.4. The European Energy Award Office shall prepare Executive Board meetings in coordination with the Chair of the Executive Board.
- 17.5. The European Energy Award Office shall have the right to suggest new Association Members for admission and existing Association Members for exclusion.

Article 18. Representation

- 18.1. The Association shall be represented in all its relations with third parties before the courts and in official deeds by
- by two members of the Executive Board, or

- by one member of the Executive Board and the Managing Director.
- 18.2. Within the framework of the daily management, the Association shall also be validly represented by the Managing Director in so far as:
- a transaction or a series of related transactions which is in line with the budget and does not exceed an amount of € 20,000;
 - a transaction or a series of related transactions which is not in line with the budget, but has been approved by the Executive Board and does not exceed an amount of € 5,000;
- 18.3. Furthermore, the Executive Board may grant to one or more persons, whether or not a Member or an Executive Board member, general or restricted powers to represent the Association on a continuing basis or for a specific purpose. The Executive Board may also grant a title to such persons.

Article 19. Liability of Executive Board Members

- 19.1. Executive Board Members and other directors are not personally held to fulfil the obligations of the Association. Their liability to the Association and to third parties is limited to the fulfilment of their task in accordance with the law and the Articles of Association.
- 19.2. Directors shall only be liable for decisions, acts or behaviour which are manifestly outside the range within which normally prudent and careful directors, placed in the same circumstances, may reasonably differ.

TITLE VI. DISSOLUTION OF THE ASSOCIATION

Article 20. Dissolution

- 20.1. Unless the General Assembly decides otherwise, the Chair and Vice-Chair of the Board shall be the liquidators holding a joint authority to represent.
- 20.2. If the Association is dissolved, the assets of the Association remaining after settlement of debts shall be disposed of exclusively to or for the benefit of one or more organisations established and operating exclusively for purposes similar to those of the Association as the beneficiary or beneficiaries. The recipient shall be determined by the General Assembly at the time it resolves to dissolve the Association.

TITLE VII. INTERNAL RULES AND REGULATIONS

Article 21.

- 21.1. The Executive Board may decide to establish or amend all or part of the Internal Rules and Regulations, of which the terms are binding to all Members. If there are substantial changes to the Internal Rules and Regulations, the General Assembly shall be consulted. The General Assembly shall be notified in written form of minor and general changes to the Internal Rules and Regulations at every General Assembly meeting.
- 21.2. The Internal Rules and Regulations are aimed at applying the Articles of Association and to fix the further administrative rules and regulations, without prejudice to neither the wording nor underlying content of the Articles of Association.
- The latest version of the Internal Rules dates from 1.1.2019

TITLE VIII. FINANCIAL YEAR, BUDGETS AND ACCOUNTS - CONTROL

Article 22. Financial year

- 22.1. The financial year shall be the calendar year.
- 22.2. Annually, within 6 months after the end of the financial year, subject to an extension of such period by the General Assembly on the basis of special circumstances, the Executive Board shall prepare the annual accounts and the annual report. The Executive Board shall make these documents available at the registered office of the Association for inspection by the Members and submit these to the General Assembly for approval.

Article 23. Budget and accounts

- 23.1. The Executive Board shall prepare the budget and the accounts for the coming financial year and submits these to the General Assembly for approval.
- 23.2. Approval of the annual accounts shall not be considered as granting an Executive Board member discharge. The resolution to grant discharge to Executive Board members shall be adopted separately.
- 23.3. The accounts shall be kept in accordance with the provisions of article 3:47 of the CCA and the Royal Decree of 29 April 2019.
- 23.4. The annual accounts are filed in accordance with the provisions of art. 3:47, § 7 of the CCA and the Royal Decree of 29 April 2019.

Article 24. Control

- 24.1. In case the Association meets the legal criteria, a statutory auditor will need to be appointed. The statutory auditors are appointed by the General Assembly amongst the members, natural persons or organisations of the Belgian Institute of Company Auditors (Institut des Reviseurs d'Entreprise / Instituut der Bedrijfsrevisoren). The statutory auditor shall be appointed for a renewable period of three years.
- 24.2. Nevertheless, the General Assembly shall at any time have the right to appoint an auditor, irrespective of the legal criteria.

TITLE IX. LANGUAGE AND APPLICABLE LAW

Article 25. Language

- 25.1. The official language of the Association is French and its working language is English.
- 25.2. These Articles of Association have been drafted in the French language. A free English translation is drafted for information purposes only. In the event of any discrepancies or inconsistencies between these language versions, the French version shall prevail.

Article 26. Applicable law

- 26.1. All that is not expressly dealt with or provided for in the present Articles of Association or Internal Rules and Regulations shall be governed by the applicable provisions of Belgian law with respect to international not-for-profit associations, by the internal Rules and Regulations, if any, and by relevant practices.
- 26.2. Consequently, the provisions of the said law, from which no exception has been lawfully made herein, shall be deemed included herein by reference, and any provisions of these Articles of Association that are contrary to mandatory provisions of the said law shall be deemed non-applicable.