



# STATUTES of the "Union of the Electricity Industry – EURELECTRIC"

*(Translation of original Statutes in French)*

## Registered name and head office

### *Article 1*

An international scientific association is hereby formed, called "Union of the Electricity Industry – EURELECTRIC", in French "Union de l'Industrie Electrique – EURELECTRIC" (hereinafter referred to as the "association"). The association is incorporated as an international not-for-profit association and is subject to the Belgian Code of Companies and Associations (hereinafter referred to as the "CCA").

Its registered office is established in the Brussels' Region. It can be transferred upon a simple decision by the Board of Directors.

## Object

### *Article 2*

The association is a non-profitable association and has a scientific objective as follows :

- a) to study any question, particularly social, political, technical, legal, economic and institutional issues which are directly or indirectly connected with electricity production, transport, distribution, supply and consumption and electrification as a means of achieving carbon neutrality in Europe, or to facilitate the study of these questions by its Members;
- b) to collect, study and distribute any information concerning the electricity production, transport, distribution and supply industry and the role of electrification as a means of achieving carbon neutrality in Europe and to contribute to studies of these issues; to foster contacts or facilitate contacts between its Members and the institutions or international organisations concerned;
- c) to organise meetings and seminars;
- d) to establish, co-ordinate and materially support any structure that brings together experts in the electricity production, transport, distribution and supply industry field.

In so doing, it may undertake any activity, which, directly or indirectly, enables the above objectives to be achieved.

## Members

### *Article 3*

Only legal persons which have been legally constituted according to the laws and customs of their country of origin and which qualify under one of the categories mentioned below are entitled to become Members of the association:

- Full Members
- Adherent Members.

A Full Member shall be a national association of undertakings or similar representative body open to all material undertakings, or associations of such undertakings, in the Electricity Industry located in a European OECD country or in an EU country or in an Accession country.

In these Statutes and the Standing Orders, the terms “Electricity Industry”, “Electricity Industry activities”, “European OECD country” and “Accession country” shall have the following meanings:

- “Electricity Industry” means the undertakings, which together carry Electricity Industry activities.
- “Electricity Industry activities” mean one or more functions in the chain from generation to the supply of electricity and/or related energy services to final customers carried out by an undertaking as a core activity, e.g. generators (including auto-producers), traders, transmission companies, distributors, suppliers.
- A “European OECD country” means a country which is within the geographical area of Europe and is a member of the Organisation of Economic Co-operation and Development (“OECD”).
- An “Accession country” means a country, which has formally applied for membership of the EU and whose application is officially accepted by the institutions of the EU.

In exceptional cases, the Board of Directors may reserve the right to take a specific decision in relation to Full Membership in order to obtain the best possible representation of the Electricity Industry in a given country.

Where an association of undertakings or similar representative body is eligible to be a Full Member then neither the association/representative body nor its members shall be treated or be eligible to be treated as being in any other category of membership unless the Board of Directors grants a specific authorisation.

An Adherent Member shall be an association of undertakings or a similar representative body or an undertaking in the Electricity Industry which falls within the following sub-categories in accordance with the terms as laid down below:

- European and Mediterranean Affiliate Members
- International Affiliate Members

A European or a Mediterranean Affiliate Member shall be:

- an association of undertakings or similar representative body which represents all or most of the undertakings carrying on Electricity Industry activities within either a European country not eligible for Full Membership or a non European Mediterranean country, respectively; or

- an undertaking whose Electricity Industry activities encompass the whole or the greater part of the territory of either a European country not eligible for Full Membership or a non European Mediterranean country respectively.

There shall only be one European or Mediterranean Affiliate Member by country.

Where an association of undertakings or similar representative body or an undertaking is eligible to be European or Mediterranean Affiliate Member then neither the association/representative body nor its members nor the undertaking shall be treated or be eligible to be treated as being in any other category of membership unless the Board of Directors grants a specific authorisation.

European and Mediterranean Affiliate Members fully participate in the activities of the expertise structure, i.e. Working Groups and Networks of Experts. They can participate in the Committees as observers.

An International Affiliate Member shall be:

- an association of undertakings or similar representative body which represents undertakings carrying on Electricity Industry activities on a national basis in a country not eligible for Full or European Affiliate or Mediterranean Affiliate Membership; or
- an undertaking which carries on Electricity Industry activities on a national basis in a country not eligible for Full or European Affiliate or Mediterranean Affiliate Membership, subject to this undertaking not being represented by an association or similar representative body as International Affiliate Member for that country.

Where an association of undertakings or similar representative body or an undertaking is eligible to be International Affiliate Member then neither the association/representative body nor its members nor the undertaking shall be treated or eligible to be treated as being in any other category of membership unless the Board of Directors grants a specific authorisation.

International Affiliate Members participate in the activities of the expertise structure, i.e. Working Groups and Networks of Experts as observers. They can participate in the Committees as observers..

Adherent Members shall participate in the activities of the association in accordance with the terms as laid down in these Statutes and the Standing Orders. Adherent Members shall have no right to vote. They shall not take part in the General Meetings and the Board of Directors except for the cases as strictly provided for in the Standing Orders.

In order to become a Member, a request should be sent to the Secretary General of the association. This request shall be submitted for examination and approval to the Board of Directors, which does not have to give a reason for any refusal.

Any Member giving six months' notice may offer its resignation to the association, by letter addressed to the Secretary General. The resignation enters into force the day after the end of the six months' notice period.

Any Member may be expelled from the association for any just cause by a decision taken at the Board of Directors. This decision can only be taken after having heard the defence of the party

concerned, whose representative may not take part in the vote and whose presence shall thus not be included in the counting of votes.

Decisions on admission or exclusion of a Member shall be taken by a majority of two thirds of the votes of the members present or represented. Decisions are only valid if at least two thirds of the members are present or represented. Admission or exclusion enter into force the day of the decision of the Board of Directors.

Members who cease to belong to the association shall lose all rights to its assets. The subscription for the year in which the resignation or exclusion enters into force shall remain due and cannot be refunded either wholly or in part.

### **Subscriptions**

#### *Article 4*

All Members shall contribute to the budget of the association by means of an annual subscription calculated following the rules and criteria as laid down in the Standing Orders.

### **General Meeting**

#### *Article 5*

The General Meeting has full powers to enable the achievement of the association's purpose. In particular, the following powers can only be exercised by the General Meeting:

- approval of the budgets and the annual accounts;
- amendments to the Statutes;
- the appointment and dismissal of Directors, and the granting of discharge to the Directors;
- to the extent required by law, the appointment and dismissal of the statutory auditor and the determination of his/her remuneration;
- the dissolution of the association;
- all other powers reserved for its competency pursuant to the CCA and these Statutes.

The General Meeting shall be made up of all of the Full Members. When the General Meeting deliberates on the basis of a report written by the auditor, he/she attends the meeting as well.

It shall meet at least once a year, within six months of the closing of the financial year, on the day and at the time and place specified in the convocation for a meeting sent out by the Secretary General. An extraordinary General Meeting may also be convened at the request of the President of the association, or whenever three Full Members representing altogether at least 15% of the total of votes send a written request to the Secretary General. Convocations shall be sent out to the Full Members and the Directors at least fifteen days in advance, and contain an itemised agenda.

Each Full Member shall have a number of votes determined in accordance with its contribution to the association's budget. For the calculation of the votes of each Full Member, one percentage point of contribution to the budget for the current year rounded up to the nearest whole percentage, equals one vote.

Unless otherwise stipulated, in order for the General Meeting to legitimately deliberate, half of the Full Members, representing at least half of the votes, must be present or represented. Without prejudice to the particular rules stipulated in these Statutes, decisions shall be taken by a majority of the votes of the Full Members present or represented.

Where there are several Full Members in one country, they are deemed to jointly hold and exercise their voting rights which shall be determined in accordance with their country's contribution to the association's budget. In this case, they are jointly and severally responsible to pay the membership fee for the country. Thus, they will be considered as one Full Member for the purpose of the calculation of the quorum, the blocking minority and the votes.

The General Meeting shall be chaired by the President. In his/her absence, he/she shall be replaced by the one of the two Vice-Presidents designated by the President. The Secretary General attends the General Meeting and shall have no right to vote.

The General Meeting can be held either physically or remotely, via any means of telecommunication, as long as all participants are able to express themselves and are intelligible to all other participants, without prejudice to any specific provisions provided for in the CCA.

The minutes of the General Meeting shall be entered in a register and signed by the person who chaired the General Meeting, the Secretary General and any Members who so wish. This register shall be kept at the association's registered office, where Members can consult it and obtain extracts from it.

### **Board of Directors**

#### *Article 6*

The Board of Directors is the association's management organ in the meaning of art. 10:9 of the CCA. It holds all of the management and executive powers with the exception of those activities for which, in accordance with the CCA or these Statutes, the General Meeting is exclusively authorized. The Board of Directors shall have the following tasks:

- appoint the President and two Vice-Presidents among the members of the Board of Directors;
- appoint a temporary replacement if a mandate within the Board of Directors falls vacant in accordance with Article 7, last paragraph;
- appoint the Secretary General;
- determine strategic issues to be examined and decided upon;
- verify the annual accounts before submission to the General Meeting;
- approve the annual activity report;
- draw up the budget of the following financial year and submit it to the General Meeting for approval on the occasion of its next meeting;
- approve opinions and proposals representing the position of the "Union of the Electricity Industry - Eurelectric", especially documents intended for external publication, in accordance with the responsibilities of the Committees as laid down in Article 17 of the Standing Orders;
- decide on admission or exclusion of a Member;

- determine the composition of the expertise structure, direct and monitor its work;
- create and determine the terms of reference of a Co-ordination Committee;
- determine the nature and the terms of reference of Committees, Working Groups, Networks of Experts and Issue Managers as applicable;
- appoint Chairs and Vice-Chairs of Committees;
- appoint Issue Managers;
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It delegates the daily management to its Secretary General and may delegate it to any other internal body. The Board of Directors delegates all powers mentioned hereafter, and authority required to organise and manage the association to the Secretary General acting solely and with the right to delegate these powers:

- (a) to sign the daily mail;
- (b) to conduct all lease contracts of offices, shops, movable properties, etc., necessary for the association to carry out its activities;
- (c) to represent the association towards all public authorities, to prepare and conduct all negotiations with these authorities (including the Government, the provincial and Communal authorities, the Crossroads Bank for Enterprises, the railway company, the telephone company, the competent authorities which grant technological authorisations and all other administrations);
- (d) to engage and discharge all employees of the association and to fix their compensation;
- (e) to receive from the post office the registered mail and packages of the association;
- (f) to buy and hire office supplies;
- (g) to sign all insurance contracts, sponsorship agreements and cooperation agreements;
- (h) to open and to control the bank accounts of the association (to sign all bank documents, to receive and pay all sums);
- (i) to represent the association in front of all and any Courts in case of dispute with regard to all aforementioned transactions;
- (j) to delegate all or any part of the powers entrusted to him/her;
- (k) the foregoing list is not limitative and only informative.

### *Article 7*

The Board of Directors shall be made up of minimum 2 Directors, whereby each country in which a Full Member is established is entitled to a representative at the Board of Directors, appointed by the General Meeting on the proposal of the Full Member(s) established in that country. Where there are several Full Members in one country, each Full Member is entitled to have one representative at the Board of Directors. The Secretary General participates in the meetings of the Board of Directors but is not entitled to vote.

The Board of Directors shall elect the President and the two Vice-Presidents of the association from among the Board's members. The Full Member(s) of a country whose representative in the Board of Directors is selected as President or Vice-President must nominate a new member of the Board of Directors. This new Board member shall exercise all votes for his/her country instead of the President or the Vice-President.

To be eligible as Director (other than President and Vice-President), it is required that a Director is nominated by a Full Member and that the relevant Full Member reiterates its confidence in the Director it nominated whenever this is required by the Board of Directors.

The Secretary General shall be appointed by the Board of Directors on a proposal from the President.

Each member of the Board of Directors can grant a proxy to another member of the Board of Directors to participate in the deliberation and the vote.

The Board of Directors shall be chaired by the President. In his/her absence, he/she shall be replaced by one of the two Vice-Presidents designated by the President.

Board members shall be appointed for a duration of three years. The members of the Board of Directors shall be re-electable irrespective of the number of mandates. They are dismissible at any time by the General Meeting, which does not have to give a reason for any dismissal. A Director shall automatically and with immediate effect be considered as resigning and shall no longer be a member of the Board of Directors as of the moment the Full Member who had originally proposed him/her for appointment, has notified the Secretary General that it does not support this appointment any longer, by means of a notification by ordinary or electronic mail (whereby the date of receipt by the Secretary General shall count as the date of notification). For the avoidance of doubt, this only applies to Directors who serve as Board member upon the nomination by a Full Member and not to the President and Vice-Presidents.

In the event of the death, resignation or dismissal of a member of the Board of Directors, the Board of Directors may appoint a replacement on the recommendation of the Full Member(s) established in the country which the resigning Director represented. The General Meeting needs to confirm the co-optation of the Board member at the occasion of its next meeting. The replacement will complete his/her predecessor's term of office.

### *Article 8*

The Board of Directors shall meet as required for the proper functioning of the association, at the initiative of the President or upon the request of one third of its members. Convocation of meetings shall be sent by the Secretary General at least ten days in advance, except in an emergency, and shall contain an itemised agenda.

The President and the Vice-Presidents each have one vote. The other members of the Board of Directors shall have a number of votes determined in accordance with their country's contribution to the association's budget. For the calculation of the votes, one percentage point of contribution to the budget for the current year rounded up to the nearest whole percentage, equals one vote.

In order for the Board of Directors to legitimately deliberate, at least half of its members, representing at least half of the votes, must be present or represented. Decisions shall be taken by a majority of the votes of the members present or represented. In the event of a division of votes, the Chair of the Board of Directors will have the casting vote.

Where there are several Board Members representing one country, they are deemed to jointly hold and exercise their voting rights which shall be determined in accordance with their country's contribution to the association's budget. Thus, they will be considered as one Board Member for the purpose of the calculation of the quorum, the blocking minority and the votes.

The minutes of the meetings of the Board of Directors are entered in a register and signed by the Secretary General and members of the Board of Directors who so wish. This register is kept at the association's head office, where the Members of the association can consult it and obtain abstracts from it.

The Board of Directors can be held either physically or remotely, via any means of telecommunication, as long as all participants are able to express themselves and are intelligible to all other participants.

In an emergency, at the discretion of the President or the responsible Committee Chair, decisions can be taken by unanimous written decision of all members of the Board of Directors. The documents may be circulated to the members of the Board of Directors by letter, fax or electronic mail and approved in writing. In such a case, the deadline for replies, which shall not normally be less than five days after the receipt of the document shall be clearly set. Any request for modification shall be considered as a rejection in the counting of votes, without prejudice to the possibility of submitting the same document, amended accordingly, to a fresh vote.

#### *Article 9 – Board of Directors – EU affairs*

Discussions and deliberations on EU affairs can take place either in plenary sessions or in restricted EU affairs' sessions.

In the case that the President is not a Board member from an EU+ member, one of the two Vice-Presidents designated by the President shall prepare and chair the restricted EU affairs' session and the part of the plenary session dealing with EU affairs. The President is entitled to participate as an observer. Non EU+ members and members from the accession countries attend EU affairs sessions as observers.

Restricted EU affairs' sessions shall be held at the initiative of the President or one of the two Vice-Presidents, if the President is not from an EU+ member, or at the request of one third of the Board members from EU+ members. The Board of Directors sitting in plenary session shall be informed of the progress and/or results of the work achieved in restricted EU affairs session.

Notwithstanding Article 8 of the Statutes, decisions relating to EU affairs shall only be taken by a majority of the votes of the EU+ members present or represented. These decisions shall only be valid if at least half of the EU+ members representing at least half of the votes are present or represented.

A minority of EU+ members can, during the session of the board meeting, form a blocking minority to veto the majority decision made pursuant to the previous clause.

A blocking minority shall consist of at least one fourth (rounded up to the nearest whole number) of the total number of members being opposed and jointly expressing their decision to veto the majority decision. Abstention is not a vote against. In the event that there are less than one fourth of the total number of members to vote against, their votes should be regarded as "dissenting opinions". These members are entitled to have their divergent opinions noted in the Board meeting minutes. The position paper itself will simply state that the opinion was not adopted unanimously.

In the event of disputes regarding the EU nature of opinions and proposals, the EU+ members present or represented will be entitled to decide.



In these Statutes and the Standing Orders, the terms “EU affairs”, “EU+ member” and “restricted EU affairs’ sessions” shall have the following meanings:

- “EU affairs” mean the matters that relate to the activities and policies of the institutions of the European Union.
- An “EU+ member” means a member of the Board of Directors representing an EU country (including new EU countries), or a member of the Board of Directors representing a non-EU country
  - who has on a voluntary basis applied to join the EU-countries group with a member coefficient stated in article 23.1 of the Standing Orders equal to 1
  - whose application has been approved by the Board of Directors
- A “restricted EU affairs’ session” is a meeting of the Board of Directors dedicated to purely EU affairs in order to enable EU+ members to deliberate issues of common interest.

#### *Article 10*

All deeds committing the association, except for special powers of attorney and the delegation of daily management, shall be signed by the President and the Secretary General. They do not have to justify their powers to third parties.

Any legal action, whether as a plaintiff or defendant, shall be brought by and pursued by the Board of Directors represented by the President except those specified in the powers of the Secretary General (article 6 § i).

### **Standing Orders**

#### *Article 11*

The Statutes shall be complemented by Standing Orders adopted by a decision of the Board of Directors which adopts or modifies them. The most recent version of the Standing Orders dates from 17 November 2022. In the event of amendments to the Standing Orders, the Board of Directors may amend this reference to the date of the Standing Orders in the Statutes and publish this in the Belgian Official Gazette (“*Moniteur belge*”).

### **Budget and accounts**

#### *Article 12*

The financial year shall be closed each year on 31<sup>st</sup> December.

Every year, the Board of Directors is bound to submit the accounts of the previous year for approval by the General Meeting.

## **Amendments to the Statutes**

### *Article 13*

Following a proposal by the Board of Directors, these Statutes may be altered by a decision taken at the General Meeting.

In order for the General Meeting to legitimately deliberate a proposal for the modification of the Statutes, at least two thirds of the Full Members must be present or represented. In the event that this quorum is not met at the General Meeting called to take a decision on a proposal to alter the Statutes, a second General Meeting shall be convened within two months of the date of the first General Meeting. It will then be entitled to take a decision irrespective of the number of Full Members present or represented.

Decisions shall be taken by a majority of two thirds of the votes of the Full Members present or represented.

## **Liquidation and dissolution**

### *Article 14*

The General Meeting shall decide on the liquidation and dissolution of the association, under the same conditions as those envisaged for amendments to the Statutes.

It shall appoint the liquidator(s), establish their powers and determine the liquidation method. It shall also designate to whom any net assets should be transferred. In case of dissolution, the net assets must be transferred to a non-profit making organization.

## **Election of domicile**

### *Article 15*

Each Director as well as the Secretary General can elect domicile at the association's registered office for all matters relating to the exercise of their mandate. This election of domicile may be invoked against third parties under the conditions laid down by law.

## **General clause**

### *Article 16*

Anything that is not envisaged in these Statutes and in particular the publications to be made in the appendices of the *Moniteur belge* shall be settled in accordance with the provisions of the CCA mentioned in Article 1 of these Statutes.