

Articles of Association of ENERGY EFFICIENCY FOR EUROPE

An International non-profit making Association.

Article 1 - Name, Registered Office, Term, Object

§1 Denomination

The non-profit making association bears the name "Energy Efficiency for Europe". The Federation shall be governed by this Memorandum and Articles of Association and by the Belgian legislation on companies and associations code.

§2 The Federation's Registered Office

The Federation's Registered Office is located in the Brussels Region, It may be transferred to any other place in the European Union by simple decision of the Board of Directors.

§3 Term

The Federation is created for an unlimited term. It may only be dissolved in accordance with Article 08 of the Memorandum and Articles of Association.

§4 Object

The object of the Federation is to promote the work of Energy Efficiency Services Companies with private capital (hereinafter "EESC") within the European Union. The EESCs implement programmes designed to improve energy efficiency. Under an energy performance contract, they undertake to perform operational services such as operating, maintaining and conveying equipment and Facilities Management, at the final sites of use, with technical risks. The services provided by the EESCs are based (wholly or partly) on compliance with quality standards for executing and/or on improving energy efficiency. The Board of Directors is responsible for interpreting the nature and scope of the Federation's object.

To that end, the Federation's tasks include but are not limited to:

- Examining economic, social, administrative, legal, technical, financial, fiscal or other issues raised in the European Union and which concern the profession,
- Examining, encouraging and generally doing everything that in any field whatsoever and especially from a technical point of view, can be professionally useful to its members and to the energy efficiency trade sector,
- Representing, promoting and defending the profession,
- Encouraging its members to exchange experiences and information,
- Representing the common interests of its members to private or public Community bodies that are required to deal with matters that concern EESCs,



- Raising the European Union awareness of the work of EESCs.

The Federation can perform any action whatsoever that directly or indirectly in full or in part, relate to its object or that could lead to the development or facilitate the performance thereof. It may lend any assistance and take an interest in any association, company or body that has a similar or related object or that might help it to achieve or develop its object. The Federation may create its own sub-sectors. The Board of Directors is responsible for interpreting the nature and scope of the Federation's object.

Article 2 – Composition, Admission, Resignation & Exclusion, Contributions

§5 Composition

The Federation consists of 5 categories of members.

5a Effective members (at least 3 members)

5b Affiliated members

5c Associated members

5d Corporate members

5e Members outside EU: effective, affiliated or associated members established outside EU

§5a Effective members

Trade organisations having their registered headquarters in a country of the European Union, whose membership include EESCs, and that pursue the same object as the Federation in their country of origin, insofar as said trade organisations do not pursue a commercial or profit-making activity. A given effective member is considered originating from the specific EU member State it is registered in, for the implementation of provisions of the Articles of association based on a geographical criterion

§5b Affiliated members

EESCs incorporated under private law having their registered headquarters and operating mainly in a country of the European Union. A given affiliated member is considered originating the specific EU member State it is registered in, for the implementation of provisions of the Articles of association based on a geographical criterion

§5c Corporate members

EESCs, incorporated under private law having their registered headquarters within the European Union, operating internationally within the energy efficiency sector. A given corporate member is not considered originating from the specific EU member State it is registered in, for the implementation of provisions of the Articles of association based on a geographical criterion

§5d Associated members

Organisations registered in a country of European Union that pursue an activity that differs from activities of EESCs or of organisations representing EESCs in their country, and therefore can't become effective or affiliated members, but have an interest in the matters addressed by Energy Efficiency for Europe while avoiding any conflict of interest with effective, affiliated or corporate members..

§5e Non-EU members

Organisations that meet the criteria for being effective, affiliated members, or associated members and whose legal seat is established in a non-EU country mentioned in a list of eligible countries.

The list of eligible countries is approved by the General Assembly on a proposal of the Board. In specific and duly justified cases, the Board may propose to the GA to approve as non-EU member an organisation whose country of origin is outside the eligible countries' list.



§6 Admission

The Federation may admit new members that have the same rights and duties, in the same category, as set forth in this Memorandum and Articles of Association. In order to be admitted as a member, it must:

- i. Be established in a member state of the European Union or in the eligible countries list,
- ii. Be representative of the interests of the profession on the energy efficiency services,
- iii. Undertake to abide by this Memorandum and Articles of Association (and any decisions taken pursuant thereto) and pay the annual contribution (§ 08) set by the General Meeting (Article 03),
- iv. Apply for membership in writing to the Chairman of the Federation who will refer the application to the Admissions Committee whose members are appointed by the Board of Directors on a proposal from the Chairman, Member(s) originating from the candidate's country are included in the Admission Committee and are given the right to suspend or restart the admission process.

Be approved by the General Meeting whose decision is final and taken by majority of the two thirds of votes to accept or reject the application, without having to justify its decision to the applicant. The General Meeting rules on the opinion of the Board of Directors taken on the majority of two thirds.

On proposal of the Board, the General Assembly can waive the condition (i) for an associated member.

The condition (ii) does not apply to associated members (§05d), replaced by a condition of non-conflicting interests.

Non-EU members and associated members have specific rights. The General Assembly, upon Board's proposal, defines the scope of the rights EU members and associated can benefit from.

§7 Resignation & Exclusion

The status of member is lost by the loss of legal personality, resignation or exclusion.

§7a Resignation

Any member may resign from the Federation. It notifies its resignation, with a three month notice before the end of its yearly membership, by registered letter to the Chairman or the General Secretary of the Federation who will notify all the other members forthwith.

§7b Exclusion

Any member may be excluded from the Federation, if the latter does not comply any longer with the Federation's objectives or categories of members, or does not comply with the Federation rules. After hearing the member in question, it is the task of the Board of Directors to submit a report to the General Meeting which has absolute discretion to exclude said member, on a majority of two thirds of the votes of the other official delegates (see § 09) that are present or represented. The Board of Directors notifies the General Meeting's decision to the party concerned by registered letter.

Any member may be automatically excluded if:

- It fails to comply with the obligations of this Memorandum and Articles of Association (and any decisions made pursuant thereto),
- Its country of origin is no longer part of the European Union. However it can join the category of non-EU members if its country of origin is mentioned in the non-EU eligible countries' list
- It no longer belongs to the professional sector (see § 04),
- It is banned from exercising the profession or is subject to a judicial bankruptcy procedure,



- It fails to pay its contribution after a notice to pay sent by registered letter has remained unheeded for more than two months as from the date on which the letter was sent,
- Through its actions, it harms the interests of the Federation, or in the event of a conflict of interests.

A member that is excluded may not claim reimbursement of the contribution payable for the financial year in which it is excluded. It shall have no entitlement to the Federation's corporate assets.

§8 Contributions

i. EU effective and affiliated members

For each calendar year, members shall pay an annual contribution set by the General Meeting on a proposal from the Board of Directors. In order to take into consideration the advantages brought by the Federation to its members, as well as their ability to contribute, 3 categories for effective and affiliated members, corresponding to a fee level, are defined by the General Meeting in a separate document.

Classifying an effective member, or an affiliated member having its activity in one Member State, in a category, takes into account the following criteria:

- The country GDP,
- The GDP per inhabitant of the country,
- The size of the energy efficiency services market, in the country
- The legal nature of the member: professional trade association or EESC.

The level of the yearly fee is identical for all members belonging to the same category and shall be yearly reviewed, on the basis of the inflation rate of the year before.

The classification in a fee category of an effective or affiliated member, or an affiliated member, as well as any change in these levels, except indexation, shall be approved by the General Assembly on proposal of the Board of Directors.

The Chairman can propose a reduced fee to an organisation wishing to become an effective or affiliated member in the course of the year.

In case of an increase of the level of fee exceeding the level of the inflation, the Board of Directors can agree, on request by a member and on proposal of the Chairman and the Treasurer, on a staggered increase of the concerned members' fee on two years maximum.

The classification of a member in a category has the unique objective of defining the level of the fee and is without any effect on its other rights and obligations. The list of the categories, as well as the list of members per category, are defined in the Internal Regulation

Members and affiliated members shall be obliged to provide the Federation with all the information needed to set their contribution. Members who resign (§7a) or are excluded are due to pay the fee of the year already started.

ii. Non-EU members and associated members

The fee for non-EU members and associated members is different from the fee for effective and affiliated members. This fee is set up by the General Assembly, upon Board's proposal and takes into account the fact



that they do not benefit from the same rights as effective and affiliated members. The associated members' fee is perceived on a yearly basis, starting at the date of the membership.

iii. Corporate members

The annual contribution payable by corporate members is set by the General Assembly on a proposal from the Board of Directors, taking into account the nature and extent of the support provided to the Federation.

Article 3 - General Meeting

§9 Composition

The General Meeting is the Federation's supreme authority. It represents all the members. The resolutions of the General Meeting are binding on all members. The General Meeting consists of the duly authorised official delegates of effective, affiliated, corporate members of the Federation. Each member appoints one official delegate who is required to represent it at the General Meeting. Said delegates must be duly mandated by the member of the legal representatives of the organisation they represent..

There may be therefore more than one official delegate for a given country. If there is more than effective or affiliated member from the same country, the concerned members appoint a common and unique official delegate, hereinafter referred to as the "joint official delegate", who will represent all the concerned members.

The name of the official and joint official delegate for each effective, affiliated or corporate member shall be provided in writing to the Chairman of the Federation, before the General Meeting opens.

§10 Tasks

The exclusive tasks of the General Meeting are to:

- Set the number of members of the Board of Directors (a minimum of three and a maximum of twelve) and to elect or dismiss them,
- Examine the Board of Director's reports and proposals and take any appropriate decision in that respect,
Close the revenue and expenditure accounts drawn up by the Treasurer and approved by the Board of Directors,
- Decide on the discharge to be given to the Directors and the Treasurer for their management,
- Set the budget and the amount of annual contributions on a proposal from the Board of Directors,
- Decide on any other matters placed on the agenda,
- Examine applications of new members of any category and decide whether they should be admitted,
- Decide whether members of any category should be excluded,
- Amend the Memorandum and Articles of Association,
- Dissolve the Federation.

§11 Meetings

An Ordinary General Meeting shall be held at least once a year, on the dates and at the times set by the Board of Directors, following an individual invitation to attend sent at least one month in advance by every written means (letter, facsimile or email), together with the agenda set by the Board of Directors, any documents required by law or by the Memorandum and Articles of Association (where appropriate, balance sheets and income statements, management reports from the Board of Directors, the Treasurer's reports, power of attorney in the event that one of the official delegates is unable to attend, and any other documents). The power of attorney for the official delegate who is unable to attend must be sent to another



delegate (whether official or not), responsible for representing him at the General Meeting. One delegate may hold a maximum of one power of attorney.

The Board of Directors is obliged to convene an Extraordinary General Meeting:

at the request of three official delegates from three different countries, when the Board of Directors deems it to be appropriate.

The rules as regards convening Ordinary General Meetings shall also apply to convening Extraordinary General Meetings.

General Meetings (ordinary or extraordinary) shall be chaired by the Chairman of the Federation. The secretarial duties of the General Meeting shall be assumed by the Secretary General and, in his/her absence, by any person chosen by the General Meeting. A General Meeting is only legitimately formed if at least one third of the official delegates are present or represented by other delegates (official or not) pursuant to powers of attorney. If a quorum is not reached, the General Meeting shall be adjourned; the Chairman shall convene a new General Meeting which must be held within two months at the latest. The new General Meeting, which must rule on the same agenda as the General Meeting that was initially convened, shall be held without any requirement for a quorum, provided that an attendance quorum or a special majority is not required by law or by the Memorandum and Articles of Association.

§12 Votes

Only the authorised official delegate or his representative, pursuant to Article 11, of each member is entitled to vote at the General Meeting. Each official delegate has one vote. If there are several effective or affiliated members from a given country, they shall appoint, among their respective official delegates, a unique joint delegate who will hold one voting right for the members of this country.

Decisions are taken on a simple majority of votes of the official delegates present or represented except where an attendance quorum or a special majority is required by law or by the Memorandum and Articles of Association. In the event that the votes are split, the Chairman shall have the casting vote. For calculating majorities, the votes of official delegates who abstain are not taken into account except in the event that an attendance quorum or special majority is required; in that case, the votes of the official delegates who abstain are added to the votes of the official delegates who rejected the proposal.

The General Meeting may, by means of a written procedure, pass unanimously any resolutions within its remit, with the exception of those which must be drawn up in official or notarised form. Each official delegate votes by means of a letter or electronically using a form established by the Board of Directors, containing the following information: (i) delegate's identification details, (ii) the number of votes to which he is entitled, and (iii) for each resolution to be passed by the Meeting in accordance with the agenda, the words "yes" or "no" or "abstain"; the form must be returned to the Federation. The General Meeting's resolution shall be passed with the approval of the last official delegate.

§13 Minutes

Minutes of General Meetings shall be held at the Federation's Registered Office; they must be signed by the Chairman and a Director and by those official delegates present who wish to sign them. The Federation's Secretary General sends a copy of the minutes to each delegate (official or not) and is responsible, where appropriate, for publishing extracts of the minutes in the Moniteur Belge (Belgium's Official Gazette), in order to inform third parties.



Article 4 - Board of Directors

§14 Composition

The Board of Directors comprises between three and twelve members (according to the number set by the General Meeting), appointed as Directors by the General Meeting and dismissed by it and chosen from the official delegates. Each Director holds one voting right.

- One seat is allocated to the representative of each Corporate member.

For the remaining seats:

- 2/3 (or closest to 2/3 in case the number of remaining seats is not a multiple of 3) of the Directors must be chosen among the effective members' official delegates,
- 1/3 of the Directors must be chosen among the affiliated members official delegates

The office of Director shall have a three-year term. They may be re-elected and they are not remunerated. Official delegates who have not been elected to the Board of Directors may attend its meetings but they will not be entitled to vote.

§15 Chairmanship & Vice-Chairmanship of the Board of Directors

The Chairman of the Board of Directors shall be elected by a simple majority, by and from the Directors. If considered adequate by the Board, two Vice-Chairman can be elected, by a simple majority. The offices of Chairman and Vice-Chairman shall have a three-year term. They can only be re-elected once. The second mandate of the Chairman can be extended for one year, renewable once, by decision of the Board of the Directors.

The Chairman chairs the Board Meeting and ensures compliance with the Memorandum and Articles of Association. In addition, he convenes Board Meetings and General Meetings and chairs the discussions. In his absence or if he is unable to attend, one of the Vice-Chairman acts in his stead, or, in absence of the Vice-Chairmen, a Director of Chairman's choice.

The Chairman of the Board of Directors may, on an ad hoc basis, designate another Director, the Secretary General or any other person considered an expert in a relevant field to represent the Federation and its positions before third parties, public or private bodies or at specific events. Such designation shall be made in writing (including electronic means) and shall specify the scope and duration of the representative's mandate for the particular matter

§16 Powers - Tasks

Save for any express reservations by law and the Memorandum and Articles of Association, at the General Meeting, the Board of Directors has the widest, unrestricted powers to manage the Federation's affairs and to carry out any administrative and disposal duties that fall within the scope of the corporate object. He may, inter alia, (and the list is not exhaustive), draw up and execute any legal instrument, agreement, contract and conduct any business, make and receive any deposits, enter into any settlement or compromise, acquire, exchange, or transfer any movable or immovable property, mortgage immovable property or rights in rem over real estate, borrow, with or without security, issue bonds guaranteed by mortgages or other pledges, stipulate the clause de voie parée (1), cancel any automatic or other (mortgage) entry, with or without

¹ Clause de voie parée = illegal clause in a contract of pledge providing that the pledge may be sold otherwise than as provided by law



payment or give dispensation therefor, enter into leases, even for more than nine years, accept and receive any legacies, gifts, grants, subsidies and transfers, regardless of the origin thereof, waive any rights in rem and actions for avoidance and grant full special powers to representatives of his choosing whether or not they are members of the Federation.

In addition to the other tasks that are entrusted to it by this Memorandum and Articles of Association, the Board of Directors is responsible for:

- Managing the Federation's affairs and taking any decisions that are necessary for the smooth functioning thereof,
- Appointing the persons who will represent the Federation to Community, public or private bodies in all circumstances, inter alia, in court and in a civil capacity,
- Report on the activity of the Federation and the Board of Directors at the General Meeting,
- approve the annual accounts and the proposed annual budget to be presented at the General Meeting,
- Establish and amend the internal rules and regulations,
- Specify the composition of the Bureau and appoint the persons who will form part of it, except the treasurer who is appointed by the general assembly.

The Board of Directors may, under its responsibility, delegate the day-to-day management of the Federation to one or more persons, whether Directors or not, acting alone or jointly. The Board of Directors also takes decisions relating to the functions, termination of office and resignation of the persons who take on the day-to-day management or to whom special duties have been allocated. Directors shall not enter into any personal obligation by virtue of their office. They shall only be responsible for performing their duties free of charge.

§17 Signatures

Save for special authority from the Board of Directors, the legal instruments that are binding on the Federation, other than the instruments of day-to-day management, shall be signed by a Director signing jointly with the Chairman or with another Director that the Chairman has authorised for that purpose, and they shall not have to provide evidence of their powers to third parties.

§18 Meetings

The Chairman of the Board of Directors or the Secretary General, on the instructions of the Chairman, shall set the date and place of meetings. They must be held at least twice a year and whenever the Federation's interests so require. Individual invitations to attend shall be sent by every written means (letter, facsimile or email) and they shall include the agenda for the meeting. The Chairman or the Secretary General on the instructions of the Chairman shall also convene a Board Meeting at the express request of at least two Directors.

§19 Vote

Each Director shall have one vote. All decisions of the Board of Directors shall be taken on a simple majority of votes, except for opinions on admissions which are taken on the majority of two thirds. In the event that the votes are tied, the Chairman shall have the casting vote.

The decisions of the Board can be taken by unanimous decision by all Directors, expressed in writing.

The Board of Directors can by any telecommunication means organise its discussions and vote in order to allow any decision to be taken between participants who are geographically remote.



§20 Resignation - Dismissal

The term of office of Director shall cease by death, resignation or dismissal. A Director may resign from office by registered letter sent to the Chairman of the Federation. A Director shall be deemed to have resigned when he ceases to validly represent the Federation or the EESC to which he was attached at the time when he was appointed or when he represents a trade organisation or an EESC that has ceased to be a member or affiliated member of the Federation; in these two situations, the Board of Directors shall rule with absolute discretion and with no appeal. The Board of Directors may temporarily find a replacement for the Director whose office is vacant. The newly elected Director shall complete the term of office of the Director who he is replacing. At its next meeting, the General Meeting shall appoint the Director thus co-opted by the Board of Directors permanently or it shall appoint another Director. The General Meeting may dismiss a Director by deciding on a simple majority of those official delegates who are present or represented.

§21 Minutes - Register of members

The minutes of Board Meetings are kept at the Federation's Registered Office; they must be signed by the Chairman and at least one of the Directors present. The Secretary General shall send a copy of the minutes to each delegate (official or not) of the affiliated countries and, where appropriate, he shall be responsible for publishing extracts of the minutes in the Moniteur Belge, in order to inform third parties. The Board of Directors shall keep a register of members at the Federation's Registered Office. Said register shall mention the member or affiliated member's business name, legal form and address of the Registered Office. In addition, the Board of Directors shall record any decision to admit, or exclude a member or decision by a member of an affiliated member to resign, in said register within eight days of it being notified of the decision. All the delegates of the affiliated countries and the persons who hold office within the Federation or on its behalf may consult the register of members at the Federation's Registered Office, and all the minutes and decisions of the General Meeting, Board Meeting as well as any accounting documents.

§22 Internal Rules and Regulations

The Board of Directors may adopt internal regulations as referred to in Article 2:59 of the Code of Companies and Associations. Such internal regulations may not contain any provisions:

- 1° that conflict with mandatory statutory provisions or with the articles of association; and
- 2° that relate to matters for which the Code of Companies and Associations prescribes a provision to be included in the articles of association.

The internal regulations and any amendments thereto shall be communicated to the members in writing or by electronic means. The most recent version of the internal regulations shall be available for inspection at the association's registered office at all times.

§23 Advisory Committee

An Advisory Committee is hereby established as a consultative and strategic body of the Federation. The Advisory Committee does not hold decision-making powers, which remain vested in the General Meeting and the Board of Directors. The Advisory Committee operates in a complementary and subordinate manner to the Board of Directors and the General Meeting. Its role is to provide strategic guidance on EU files and on the Federations' governance, support the Board of Directors in the execution of the Federation's objectives. The Chairman of the Board of Directors, shall report to the Board on the activities and recommendations of the Advisory Committee.

The role and functioning of the Advisory Board shall be further detailed in the Internal Rules and Regulations adopted pursuant to § 22.

The Advisory Committee shall be composed of:

- One representative appointed by each corporate member of the Federation,



- The Chairman of the Board of Directors (ex officio),
- Up to two Directors of the Board of Directors, participating on a rotating basis as determined by the Board, in order to ensure continuity and cross-body coordination,
- The Secretary General (ex officio).

Article 5 - Bureau

§24 Composition

The Bureau shall comprise the Chairman, Vice-Chairmen, Secretary General and Treasurer.

The General Meeting shall appoint the Treasurer on a simple majority of votes of those official delegates who are present or represented. The Treasurer shall not enter into any personal obligation by virtue of his office. He shall only be responsible for performing his duties. In performing the tasks entrusted to it, the Bureau may be assisted by specialists, on a permanent or temporary basis.

§25 Treasurer – Annual accounts

The Treasurer's term of office shall be for three years and he may be re-elected. His task shall consist of supervising and controlling all the Federation's transactions, without restriction. He may examine the books, correspondence, minutes and, in general, all the Federation's documents. He shall examine the inventory and may conduct any investigations that he deems to be appropriate, on his own.

Article 6 - Secretary General

§26 Secretary General

The Secretary General shall be appointed by the Chairman who may dismiss him or her on the advice of the Bureau. The Chairman, having taken advice from the Bureau, shall set the powers delegated to him and his salary.

The Secretary General shall attend meetings of the General Meeting, Board of Directors, Advisory Committee and the Bureau.

Article 7 - Annual accounts

§27 The Federation's financial year shall commence on 1st January and end on 31st December of each year. Each year, the accounts for the previous financial year shall be audited by the Treasurer who shall also draw up the proposed budget for the next financial year. He shall submit all the documents to the Bureau with a view to having them approved by the Board of Directors and the General Meeting.

At each Ordinary General Meeting, the Board of Directors shall submit the accounts for the previous financial year and the proposed budget for the next financial year; it shall also propose the amount of contributions to be paid by members and affiliated members for the next financial year.

Article 8 - Amendment of the Memorandum and Articles of Association

§28 Any member may propose amendments to this Memorandum and Articles of Association. Said proposals must be made in writing to the Chairman, at the Federation's Registered Office, at least three months before the General Meeting is held.

In order to be adopted,

- Proposals for amendment must receive two thirds of the votes,
- Proposals relating to changing the object of the association (§ 04) must receive 4/5 of the votes of those official delegates who are present or represented and sitting for that purpose in an extraordinary session.



Article 9 Dissolution – The Federation’s assets

§29 The General Meeting may only decide to dissolve the Federation by complying with the provisions of Article 08 (§ 27). Proposals to dissolve the Federation shall be put forward, examined and voted on in accordance with these same provisions and a quorum of 4/5 of the votes of those delegates who are present or represented shall be required. The General Meeting shall set forth the terms and conditions for dissolution in a motion that is voted on by a simple majority. It shall appoint the liquidator(s) and establish his/their powers and the destination of the assets that remain after the liabilities have been discharged. However, the allocation of the assets may not cause harm to third parties. Any overdraft shall be paid by each member and affiliated member in proportion to the contributions they have paid during the year prior to the year in which the Federation is dissolved. If there are no provisions in the Memorandum and Articles of Association or in decisions of the General Meeting, the liquidator(s) shall transfer the Federation’s remaining assets to a non-profit making association that pursues the same objectives as itself or it shall allocate the assets in such a way that it is as close as possible to the Federation’s corporate object (see § 04); said assets may only be allocated for unselfish purposes.

Article 10 Applicable legislation and working languages

§30 These statutes are governed by the Belgian law. In the event of litigation, the courts of the district of Brussels are only qualified. The Federation’s official working languages shall be English and French, in the event of contradiction between the French and the English text, the French text will prevail to regulate the possible litigations, as well as in-house as with respect to the courts.