

BIOENERGY EUROPE A.I.S.B.L.

Statutes

Name, registered office

Art. 1. The association is a non profit international association named BIOENERGY EUROPE. The acronym in all languages will be BIOENERGY EUROPE. It is constituted under the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation (hereafter the “Law”).

Art. 2. The registered office has been established at 2, place du Champ de Mars, 1050 Brussels, Belgium. It can be transferred to any other place within Belgium by a simple decision of the Board of Directors. The new address of the registered office of the association must be published in the Annexes to the Belgian State Gazette.

Art. 3. BIOENERGY EUROPE is constituted for an unlimited time.

Objectives

Art.4. BIOENERGY EUROPE has as objective the study and promotion of bioenergy, notably:

- a) To develop, deepen and disseminate the knowledge concerning the use of biomass for energy, from scientific, technological, economic, sociological, legal and political perspectives, as well as in any other aspect having a relevance at European level;
- b) To develop and promote the technical quality of the European bioenergy industry;
- c) To support any initiative at national and international level aiming at the promotion of the use of bioenergy;
- d) To communicate to policy makers the opportunities and concerns regarding the development of bioenergy in Europe;
- e) To actively promote the abolition of any technical or trade barriers which hamper the development of an open bioenergy market at European level.

In order to pursue these objectives, BIOENERGY EUROPE also aims to unify the bioenergy actors in a strong association at European level.

The association will perform the following activities in order to fulfil its objectives:

- a) Initiate, perform or coordinate studies on scientific, technological, sociological, economic, legal and political issues relevant to the objectives above;
- b) Collaborate with the relevant European institutions, and in particular the European Committee for Standardization, on the development, update and dissemination of technical standards and certification procedures concerning bioenergy equipment;
- c) Interact with public institutions at local, regional, national, European and international level that are involved in the promotion of bioenergy;
- d) Publish and circulate printed or electronic information in line with the objectives above;
- e) Organise meetings, workshops, conferences and other events in line with the objectives above;
- f) Manage certification schemes;
- g) Publish market information and support market development and transparency;

- h) Perform any other activity, in accordance with Belgian law, that can support the objectives above;
- i) Promote renewables and especially bio-energy;
- j) Own shares of companies with limited responsibility, related to bioenergy or renewable energy sectors, established in Belgium or abroad.

Membership

Art. 5. BIOENERGY EUROPE has the following categories of members:

- a) FULL members : national or regional bioenergy associations. Upon decision of the Board, (i) organisations of the same type as national or regional associations or (ii) persons or organisations respecting the conditions of associated members, can be accepted a full members.
- b) ASSOCIATED members : companies, organisations, individuals or any other kind of bodies not covered by the definition of full members, and which might be member of one full member, willing to support the work of BIOENERGY EUROPE. However if the Board of Directors decides, a national or regional association can be assigned the category of associated member.

Members have no other rights and obligations than those stated in these present Statutes.

Applications

Art. 6. Applications for membership shall be submitted to the Secretary General. The Board of Directors reserves the right to choose the membership category and to refuse an application for membership. In this case, the applicant may apply to the General Assembly for a revision of this decision.

Fees

Art. 7 Members have to pay an annual fee related to their category and size, with a maximum of 20.000 EUR (twenty thousands euros). The criteria to distinguish the categories and sizes of members, as well as the associated fee and terms and conditions are decided by the General Assembly.

Resignation - Exclusion

Art. 8. In the following cases, a Member can be removed from the membership:

I) Resignation

- a) If that Member communicates in written form to the Secretary General its decision to cancel its membership, according to the rules defined by the General Assembly;
- b) If it has not paid the annual fee for 2 years at the time of the ordinary General Assembly; and for which a reminder will be sent by registered mail one month before that assembly so that payment can be regularized;
- c) Liquidation, bankruptcy, judicial concordat.

II) Exclusion

A member can be excluded if the General Assembly considers that the Member acts against the objectives of BIOENERGY EUROPE. Any Member can propose the expulsion of a Member. The Member proposed for expulsion will be informed about the reasons for the proposed expulsion and has the right to explain its position to the General Assembly before the latter takes a decision. The General Assembly decides with a majority of two-third of present or represented votes.

Bodies of the association

Art. 9. The bodies of the association are:

- The general direction body, hereafter called the “General Assembly”;
- The administration body, hereafter called ”Board of Directors”.

General Assembly

Art.10. The General Assembly has following functions:

- a) The approval of the budget for the following exercise and the accounts of the previous exercise.
- b) Approval of the activities of the members of the Board of Directors and commissioners;
- c) To elect one or several auditors among the members to report to the General Assembly regarding the financial state of the previous period;
- d) To determine the membership fees, on proposal of the Board of Directors;
- e) To elect the members of the Board of Directors, including the President;
- f) To decide about modifications of the Statutes;
- g) To decide about the voluntary dissolution of the association;
- h) To exclude members;
- i) In general, to approve and comment on the activities of the Board of Directors as well as to be informed and decide about any activity of BIOENERGY EUROPE.

Art. 11. In the General Assembly, Members, be it full or associated, have equal voting rights. Unless in case foreseen in the present Statutes, decisions of the General Assembly are taken by a simple majority of the present or represented voting rights, whatever the number of members present or represented. One present member can represent maximum three additional members.

Art. 12. The ordinary General Assembly will be held at least once every calendar year, during the last four months of the year, and shall be convoked by the President or the Secretary General acting on behalf of the former, on the basis of a decision of the Board of Directors.

An extraordinary General Assembly can be convoked by the Board of Directors or on a motivated written request of at least one quarter of the voting rights of the Members. In this case, the Secretary General must convoke the extraordinary General Assembly within two months of receipt of the request of the members.

The invitations to General Assemblies (ordinary and extraordinary) are done in written (included electronic mailing) at least six weeks in advance. The convocation must include the dates, timing and location as well as the agenda.

Art. 13. The Secretary General shall write the minutes of the General Assembly, to the exception of decision requiring a notary act. The minutes will be signed by the Secretary General and by the President. They must be sent to all members of BIOENERGY EUROPE.

The President

Art. 14. The functions of the President of BIOENERGY EUROPE are the following:

- a) To chair the meetings of the General Assembly and of the Board of Directors, of which she/he is a member;
- b) To ensure, as far as possible, that decisions taken by the General Assembly and by the Board of Directors are implemented;
- c) To approve payments and documents implying a financial commitment of BIOENERGY EUROPE;

- d) To sign contracts in line with the decisions of the Board of Directors without prejudice to Article 19.

Art. 15. The President can entrust a part of his/her powers to another member of the Board of Directors or to the Secretary General.

Art. 16. The President is elected by the General Assembly in the following way:

- Each member may nominate candidates.
- The nominations must be made known to the Secretary General at least 2 (two) weeks before the General Assembly takes place. The Secretary General will circulate the nominations to all members, as soon as she/he receives them, but not later than 1 week before the General Assembly meeting.
- Each vote can express only one preference.
- The vote is secret.
- The candidate who receives the highest number of votes is elected. If more than one candidate receives the same highest number of preferences, the vote is repeated. If more than one candidate receive the same highest number of preferences in the second vote, the President is chosen by lot amongst these candidates.

The President is elected by the General Assembly for a period of 2 (two) years. She/he can be re-elected up to a maximum of 6 (six) years. The President immediately and automatically loses his position in case of personal bankruptcy, incapacity, jail sentence or criminal conviction.

In case of loss of position, resignation or death of the President, the General Assembly elects a new President at its first meeting after the event. The election procedure is the same as above. In case the resignation or death is known during the last 3 weeks before the General Assembly, nominations will be accepted also during the General Assembly. The new President will be in charge until the end of the natural term of the President who has resigned or died.

The General Assembly can replace the President by an absolute majority of the votes existing in BIOENERGY EUROPE. The proposal of voting out the current President must indicate the name of the substitute and state the reasons. Such a proposal can only be accepted both the replacement and the nomination are approved.

Board of Directors

Art. 17. The Board of Directors has extended power to administer and manage the association. Additionally, the Board of Directors exercises all power that are not expressly reserved to the General Assembly by law or the present Statutes. Competences are exercised collegially. In particular the Board of Directors:

- (i) Will manage BIOENERGY EUROPE in line with the decisions of the the General Assembly;
- (ii) Will decide about by-laws, the latest version being published on the BIOENERGY EUROPE web site, to define internal rules and procedures. By-laws cannot be in contradiction with the Statutes.

Art. 18. The Board of Directors is composed of minimum 8 (eight) members and maximum 18 (eighteen) members, physical persons nominated by the Genera Assembly among the management bodies or staff of the members, including the President. A maximum of 40% of the members of the Board of Directors can be associated members.

After the election of the President is concluded, the other members of the Board of Directors are elected using following procedure:

- Each member may nominate candidates to the Board of Directors;
- The nominations must be made known to the Secretary general at least 2 (two) weeks before the General Assembly takes place. The Secretary General will circulate the nominations to all members, as soon as she/he receives them, but not later than 1 week before the General Assembly meeting;
- In case the Secretary general receives less than 17 nominations as described above than the General Assembly might decide to accept candidates among the members present at the General Assembly meeting;
- The vote is secret;
- The candidates who get most preferences are elected. In case one or more seats in the Board cannot be clearly allocated because candidates received an equal number of preferences, the vote for these seats is repeated among those candidates who received the same number of preferences. In case they still receive an equal number of preferences, the seats are allocated by lot amongst these candidates.

Art. 19. The members of the Board of Directors- including the President - are elected by the General Assembly for a period of 2 (two) years. They can be re-elected up to a maximum of 6 (six) years in a row. The mandates of the members of the outgoing Board of Directors not re-elected cease immediately after the General Assembly during which the mandate might have been renewed.

After a break of 2 years a previous member of the Board of Directors can be elected again. However, this limitation does not apply if a director is elected President or Vice-President, as long as he keeps such function.

A member of the Board of Directors immediately and automatically loses his position in case of personal bankruptcy, incapacity, jail sentence or criminal conviction.

In case of resignation or death of a member of the Board of Directors, a substitute is elected at the next General Assembly. The election procedure is the same as above. In case the resignation or death is known during the last 3 weeks before the General Assembly, nominations will be accepted also during the General Assembly. The new director will be in his position until the end of the natural term of the director who has resigned or died.

The General Assembly can replace one or more members of the Board of Directors by an absolute majority of the votes existing in BIOENERGY EUROPE. The proposal of voting out one current member of the Board of Directors must indicate the name of the substitute and state the reasons. Each proposal can only refer to one member to be replaced and one substitute. Each proposal can only be accepted if both the replacement and the nomination are approved.

The Board of Directors elects among its members a Vice-president for a period of 2 (two) years. The Vice-President takes over the duties of the President in case of his/her absence, resignation, illness or death. The Board of Directors can decide at any time to change the Vice-President.

The Board of Directors nominates the Secretary General, who will attend its meetings.

Art. 20. The Board of Directors shall meet at least two times a year and at such times as the President deems necessary, or if 2 (two) of its members request it in writing. The meetings of the Board of Directors will be convoked by the President or by the Secretary General acting

on behalf of the former. The Board of Directors is validly called if members are convoked in written at least two weeks in advance.

Art. 21. The Board of Directors is validly constituted if the majority of members is present or represented. The Board of Directors takes decisions by simple majority. Each of its members has 1 (one) vote. In case of parity, the vote is repeated and the President has two votes.

In cases of urgency, every member of the Board of Directors can request to use the procedure of vote by correspondence. The request must be duly motivated. The vote by correspondence must be announced in advance to the members of the Board of Directors, to ensure they are fully informed before making a decision on the issue. According to the procedure of vote by correspondence, the approval in written form by a majority of the members of the Board of Directors, also in form of e-mail, is sufficient to validate a decision.

Art. 22. The Secretary General takes the minutes of the meetings of the Board of Directors. Once approved, the minutes shall be signed by the Secretary General and the President. The minutes can be approved at the end of the meeting or during the following one. They must be sent to all members of BIOENERGY EUROPE.

Representation

Art. 23. The association is validly represented towards third parties by its President, acting alone.

Legal, prosecution or defensive actions will be followed by the President, representing BIOENERGY EUROPE, or by another person designated by him/her. It is also, within the limits of their mandates, validly engaged by special agents.

Budget, contracts

Art. 24. The budgetary year of BIOENERGY EUROPE start on 1 January and shall be closed on the 31st of December of each year. The Board of Directors shall submit to the General Assembly the financial results of the ended year, a report about the running year and the proposed budget for the next year.

The annual account will be established according to article 53 of the law and will be submitted each year to the Ministry of Justice.

Networks of BIOENERGY EUROPE

Art. 25. In order to better address specific topics **within the** European biomass industry, BIOENERGY EUROPE can create networks of cooperation **with** members. Those networks **may** have their own regulations, conditions, statutes and organisational **structure**, which have to be approved by the Board of Directors of BIOENERGY EUROPE **with** a simple majority. Networks can have a separate ledger which is run inside BIOENERGY EUROPE as international non-profit association, but **it shall have no** legal force outside BIOENERGY EUROPE. It is just a managing tool.

Networks have their own budget approved by their Membership Assembly of members, in which **the** revenues and expenses of BIOENERGY EUROPE are integrated, according to a distribution agreed between **the** network's and BIOENERGY EUROPE's General Assembly.

Modifications of the statutes, dissolution

Art. 26. Without prejudice to article 55 §3, 55 et 56 of the Law, any proposal aiming at modifying the statutes or at dissolving BIOENERGY EUROPE must come from the General Assembly.

Art. 27. In case of proposals aimed at a modification of the statutes, the convocation to the General Assembly which will deliberate on such a proposal must include the text of the proposal. The General Assembly can deliberate on such a proposal with simple majority of the votes present or represented. If a proposal aimed at a modification of the statutes has been presented less than four weeks before the General Assembly, the proposal can be approved only with a majority of two thirds of the votes present or represented.

Art. 28. In case of proposals aimed at the dissolution of BIOENERGY EUROPE, the General Assembly can validly deliberate only if at least two thirds of the voting rights are present or represented. The Board of Directors must communicate to the all members at least three months in advance the date of the General Assembly which will deliberate on such a proposal. The General Assembly will take a decision by absolute majority of the votes present and represented.

However if less than two thirds of the votes are present or represented and thus no deliberation on the proposal of dissolution of BIOENERGY EUROPE can take place, a second General Assembly can be convoked within four months of the first. This second General Assembly will then definitively and validly deliberate on the proposal of dissolution of the association, regardless of the number of the members present or represented.

Once the dissolution is accepted, the General Assembly shall designate one or several liquidators, shall decide on their powers, and shall indicate how to distribute the net assets of BIOENERGY EUROPE, taking into account that these assets cannot be given to the members beyond the amount of their own contribution and that the beneficiaries must be non-profit organisations pursuing aims similar to those of BIOENERGY EUROPE.

Art. 29. Anything not explicitly foreseen by the present statutes, notably the conditions of publication on the Belgian Official Journal (Moniteur Belge), is set by the Law.

Art. 30. Judicial actions, both pursuant and defensive, will be undertaken by the President on behalf of BIOENERGY EUROPE, or by an administrator designated by him/her.