

European Biomass Association AEBIOM A.I.S.B.L. Statutes

Name, registered office

Art. 1. The association is a non profit international association named l'Association Européenne pour la Biomasse, European Biomass Association. The acronym is AEBIOM in all languages. 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.

Art. 2. The registered office has been established at Croix du Sud, 2, bte 11, at 1348 Louvain-la-Neuve, 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. AEBIOM is constituted for an unlimited time.

Art. 4. The working language of AEBIOM is English. All internal documents and information are written in English, except for the statutes and any other document, which, according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, must be published in the Belgian Official Journal (Le Moniteur belge). These documents will be written in French. The English translation of these documents will have no legal validity.

Objectives

Art.5. AEBIOM is a non-profit international organisation. Its objectives are 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, AEBIOM 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) Perform any other activity, in accordance with Belgian law, that can support the objectives above
- g) Promote renewables and especially bio-energy.

Membership

Art. 6. AEBIOM has following categories of members:

- a) FULL members : national or regional bioenergy associations (or alike organisations based on a decision by the General Assembly).
- b) ASSOCIATED members : companies, organisations, individuals or any other kind of bodies not covered by the definition of full members, willing to support the work of AEBIOM.

To be associated member of AEBIOM, the member should also be a member of at least 1 (one) full member.

Art. 7. Applications for membership shall be submitted to the Secretary General. The Board of Directors reserves the right to refuse an application for membership. In this case, the applicant may apply to the General Assembly for a revision of this decision.

Art. 8 Members have to pay an annual fee related to their category and size. The criteria to distinguish the categories and sizes of members, as well as the associated fee are regulated in the AEBIOM Working Rules to be decided by the General Assembly. In exceptional circumstances, the Board will decide upon request of the members to reduce their category and/or membership fee.

Art. 9. In the following cases, a Member can be removed from the membership:

- a) If that Member communicates in written form to the Secretary General its decision to cancel its membership;
- b) If it has not paid the annual fee for 2 years at the time of the ordinary General Assembly;
- c) If the General Assembly considers that the Member acts against the objectives of AEBIOM. 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.

General Assembly and Steering Committee

Art. 10. AEBIOM is directed by the General Assembly of Members and managed by the Steering Committee and the Board of Directors.

Art.11. The General Assembly has following functions:

- a) To examine and approve the annual report presented by the Board of Directors;
- b) To examine and approve the accounts, balance sheets and budget;

- c) To elect one or more auditors from the membership who report to the GA with regard to the financial accountability over the previous period (e.g. the previous year).
- d) To determine the membership fees, on proposal of the Board of Directors.
- e) To elect the members of the Steering Committee
- f) 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 AEBIOM.

Art. 12. The Steering Committee has following functions:

- a) To elect the President, a member of the Board of Directors;
- b) To elect up to 15 additional members of the Board of Directors, while keeping a majority of full members (President included in the calculation);
- c) To decide about modifications of the statutes and about the dissolution of AEBIOM.

The Steering Committee is made of 16 members minimum. Members of the Steering Committee have to be Full members. Members are elected for 2 (two) years, renewable.

A member of the Steering Committee can be revoked if the Steering Committee considers that the member acts against the objectives of AEBIOM. 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 Steering Committee before the latter takes a decision.

Art. 13. In the General Assembly and in the Steering Committee, Members have equal voting rights. Decisions are taken by a simple majority of the present voting rights.

Art. 14. The Steering Committee and 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, on the basis of a decision of the Board of Directors. The Steering Committee and the ordinary General Assembly are validly called if the members have been convoked in written form at least four weeks in advance. The convocation must include the agenda.

An extraordinary General Assembly can be convoked by the Board 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 convocation must include the agenda.

Art. 15. The Secretary General shall write the minutes of the Steering Committee and General Assembly. The minutes will be signed by the Secretary General and by the President. They must be sent to all members of AEBIOM.

The President

Art. 16. The functions of the President of AEBIOM are the following:

- a) To chair the meetings of the Steering Committee and the General Assembly and of the Board of Directors, of which she/he is a member;
- b) To ensure that decisions taken by the Steering Committee and the General Assembly and by the Board of Directors are implemented as far as possible;
- c) To represent AEBIOM to institutions, companies and entities of any kind;
- d) To approve payments and all documents implying a financial commitment of AEBIOM;
- e) To sign legal acts that commit AEBIOM;
- f) To sign contracts in line with the decisions of the Board of Directors without prejudice to Article 21.

Art. 17. The President can entrust a part of his/her powers to another member of the Board of Directors or to the Secretary General.

Art. 18. The President is elected by the Steering Committee in the following way:

- Each full member may nominate candidates.
- The nominations must be made known to the Secretary general at least 2 (two) weeks before the Steering Committee 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 Steering Committee 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 receive 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 Steering Committee 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 Steering Committee 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 Steering Committee, nominations will be accepted also during the Steering Committee. The new President will be in charge until the end of the natural term of the President who has resigned or died.

The Steering Committee can replace the President by an absolute majority of the votes existing in AEBIOM. 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 as a whole.

Board of Directors

Art. 19. The Board of Directors shall manage AEBIOM in line with the decisions of the Steering Committee and the General Assembly.

Art. 20. The Board of Directors is composed of maximum 16 (sixteen) members including the President. All of them, including the President, are elected by the Steering Committee.

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

- Each full 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 Steering Committee 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 Steering Committee meeting.
- In case the Secretary general receives less than 15 nominations as described above than the Steering Committee might decide to accept candidates among the members present at the Steering Committee meeting
- The vote is secret

- The candidates who get most preferences are elected. In case one or more seats in the Board can not 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. 21. The members of the Board of Directors - including the President - are elected by the Steering Committee for a period of 2 (two) years. They can be re-elected up to a maximum of 6 (six) years in a row. After a break of 2 years a previous member of the Board of Directors can be elected again. 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 Steering Committee. The election procedure is the same as above. In case the resignation or death is known during the last 3 weeks before the Steering Committee, nominations will be accepted also during the Steering Committee. The new director will be in his position until the end of the natural term of the director who has resigned or died.

The Steering Committee can replace one or more members of the Board of Directors by an absolute majority of the votes existing in AEBIOM. 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 as a whole.

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. 22. 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.

Art. 23. 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 shall meet at least two times a year and at such times as the President deems necessary, or if two of its members request it in writing. The Board of Directors is validly constituted if full members have the majority of the present or represented Directors. . The Board of Directors is validly called if its members have been convoked in written form at least two weeks in advance.

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. 24. 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 AEBIOM.

The Secretary General

Art. 25. The functions of the Secretary General are the following:

- a) To prepare, under the direction of the Board of Directors, the annual work program and the annual budget;
- b) To control the administration and finances of AEBIOM and present every year a report to the Board of Directors;
- c) To be secretary at meetings of the General Assembly, the Steering Committee and the Board of Directors;
- d) To keep the list of members present or represented to every meeting of the General Assembly, the Steering Committee and of the Board of Directors;
- e) To monitor and record the results of every vote in the meetings of the General Assembly, the Steering Committee and of the Board of Directors;
- f) To represent a member of AEBIOM or the President, under their request, at internal meetings of AEBIOM or for its external activities;
- g) And, in general, to perform all specific tasks and specific missions defined by the Board of Directors.

Budget, contracts

Art. 26. In order to pursue its aims, AEBIOM will rely upon its assets, independent from those of its members, and originating from the following sources:

- Annual fees as well as the voluntary donations of its members;
- Subventions from public or private institutions;
- The realisation of study and other projects on behalf of third parties, related to the objectives of AEBIOM;
- Any other income arising from contributions of any kind, donations, bequests, credits and collaborations;
- Incomes from promotion activities.

Art. 27. The budgetary year of AEBIOM shall be closed on the 31st of December. 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.

Modifications of the statutes, dissolution

Art. 28. Without prejudice to article 55 §3, 55 et 56 of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, and without prejudice to Art. 2 of the present statutes, any proposal aiming at modifying the statutes or at dissolving AEBIOM must come from the Steering Committee or from at least 25% of the votes existing in AEBIOM.

Art. 29. In case of proposals aimed at a modification of the statutes, the convocation to the Steering Committee which will deliberate on such a proposal must include the text of the proposal. The Steering Committee can deliberate on such a proposal with simple majority of the votes present. If a proposal aimed at a modification of the statutes has been presented less than four weeks before the Steering Committee, the proposal can be approved only with a majority of two thirds of the votes.

Art. 30. Modifications to statutes will be effective after approval by the competent authorities and after the conditions of publicity required by article 51§3 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation have been met.

Art. 31. In case of proposals aimed at the dissolution of AEBIOM, the Steering Committee can validly deliberate only if at least two thirds of the voting rights are present. The Board of Directors must communicate to the full members at least three months in advance the date of the Steering Committee which will deliberate on such a proposal. The Steering Committee will take a decision by absolute majority of the votes present.

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

Once the dissolution is accepted, the Steering Committee shall designate one or several liquidators, shall decide on their powers, and shall indicate how to distribute the assets of AEBIOM, 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 AEBIOM.

Art. 32. Judicial actions, both pursuant and defensive, will be undertaken by the President on behalf of AEBIOM, or by an administrator designated by him/her.

Art. 33. Anything not explicitly foreseen by the present statutes, notably the conditions of publication on the Belgian Official Journal (Moniteur Belge), is set according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation.

Done in Louvain-la-Neuve, on 30 August 2004

Founding members : Frédéric Douard, Heinz Kopetz, Jean-Marc Jossart

Modified during General Assembly of 2-3 December 2009 and 10 May 2010.

Modified during Steering Committee of 27 June 2012.