

STATUTES OF THE EUROPEAN ENERGY RESEARCH ALLIANCE EERA AISBL

TITLE I: FORM, NAME, SEAT, PURPOSE and ACTIVITIES OF THE ASSOCIATION

Article 1 – Form and Name

- 1.1 An international not-for-profit association (hereinafter referred to as the “Association”) is hereby incorporated and governed by the Belgian law of 27 June, 1921 as amended from time to time (hereinafter referred to as the “Act”), for an unlimited period.
- 1.2 The name of the association shall be “European Energy Research Alliance EERA”.

Article 2 – Seat

- 2.1 The seat of the Association is located at Rue de Namur 72, 1000 Brussels, Belgium.
- 2.2 The seat may be transferred to any other location in Belgium through a decision of the Executive Committee. Such transfer will be published in the annexes of “Moniteur Belge”.

The Association may have offices in other countries.

Article 3 – Purpose and Activities

- 3.1 The purpose of the Association is to strengthen and to expand Europe’s capabilities in sustainable energy research by connecting and joining European energy research activities. The coordinated and streamlined efforts of the Association, in particular the coordinated joining of different public research programmes at regional, member state and European level, shall enable all stakeholders of energy research to optimise their research efforts and to overcome fragmentation in order to accomplish a strategic and targeted development of next generations of energy technologies. The efforts of the Association take place in the context of and contribute to the targets formulated in the Strategic Energy Technology (SET) Plan.
- 3.2 The Association may engage in any lawful activity appropriate to the achievement of its aims and objectives. The Activities of the Association will be inter alia:
 - Define and organise Joint Programmes of research consistent with the SET-Plan taking into account activities of European Technology platforms and Industry Groupings.
 - Support its Members in the implementation of Joint Programmes.
 - Share information and strategic plans to help identify strengths, weaknesses, overlaps and gaps, to determine potential areas for coordinated efforts.
 - Proactively engage with industry to create and exploit partnerships of mutual interest and benefit.
 - Support pre-normative research efforts at Community level for energy technologies.
 - When appropriate, engage in International Cooperation actions with leading research organisations in developed and emerging economies in support of the EU strategy on energy technology.
 - Systematically monitor and review the progress of the Alliance and its research programmes, using appropriate indicators, in association with the SET-Plan Information System (SETIS).

- 3.3 The association shall not pursue industrial or commercial activities and shall not strive to procure a material gain to its members.

Article 4 – Activity Plan

- 4.1 The activities of the Association shall be planned and organised on the basis of an Activity Plan decided by the Executive Committee after the hearing of the General Assembly. The Activity Plan shall contain outlines of the general policy of the Association and any other activities carried out by the Association to pursue its objectives.

TITLE II: MEMBERSHIP

Article 5 – Members

- 5.1 Any entity or organization actively involved in Energy research with seat and main administration in a Member State of the European Union, a candidate country of the European Union or a country associated to a Framework Programme of the European Union for research, technological development and demonstration activities can apply for membership once it endorses the Statutes and is committing itself to support of the Association, provided that the following criteria are met:

- a) Organization is a public body;
- b) Organization is recognised as a non-profit legal entity, research organization or equivalent under the applicable rules by the current framework research programme of the European Union;
or
- c) Group of entities which is composed of the entities described in a) and/or b) above, provided the Group of entities is legally constituted or has legal capacity under its national legislation (hereinafter referred to as “Umbrella Organization”).

- 5.2 The Association has two categories of Members: Full Members and Associate Members (hereinafter jointly referred to as “Members”).

- 5.3 An organization contributing a minimum of 5 Professional Person Years (hereinafter PPY) per year to at least one Joint Programme as defined in the Internal Rules and fulfilling the conditions defined in Article 5.1 shall apply the Full Membership. Further details on fulfilment of this requirement may be determined by the General Assembly in the Internal Rules.

An organization fulfilling the criteria defined in Article 5.1 and contributing to at least one Joint Programme, but whose contribution does not reach 5 PPY per year in any of the Joint Programmes shall apply the Associate Membership.

An Umbrella Organization may apply only the Full Membership. The combined contribution of the member entities of the Umbrella Organization shall be at a minimum of 5 PPY per year to at least one Joint Programme. The member entities of an Umbrella Organization qualify as Associate Member. A member entity of an Umbrella Organization may however apply the Full Membership of its own, provided that it fulfils the requirements of the Full Membership.

Each Full Member shall pay a full membership fee and is entitled to participate in all decision processes of the Association with voting rights.

Associate Members shall pay reduced membership fee. They may participate in the General Assembly and other activities of the Association with right to speak but without voting right.

- 5.4 An application for membership shall be sent in writing to the Executive Committee at the address of the Association and shall include a declaration related to the desired type of Membership and the preliminary approval of the Membership by at least one Joint Programme. The Executive Committee shall decide on the application within a period to be determined in the Internal Rules. The application will be accepted, provided that the requirements laid down in these Statutes are met.
- 5.5 An organization that is not seated in one of the countries mentioned under Article 5.1 or do not meet at least one of the criteria (5.1.a), (5.1.b) or (5.1.c) may become an Associate Member, provided the Executive Committee approves its membership based on a case-specific consideration.

Article 6 – Resignation - Exclusion

- 6.1 The membership in the Association ends
- by withdrawal or by exclusion in accordance with the provisions of this Article;
 - by a Member ceasing to exist;
 - by a Member becoming bankrupt or otherwise insolvent;
 - by a Member not any more fulfilling the criteria for membership set forth in Article 5.1.
- 6.2 Any Member may withdraw from the Association at the end of a financial year by written notification addressed to the Executive Committee which must be received at the address of the Association at least three months before the end of such financial year.
- 6.3 The Executive Committee may exclude a Member due to its failure to pay membership fees, to violation of the statutes or for any other serious breach of its obligations as a Member upon which the Member concerned shall be informed in writing and invited to submit a written response within the specified time.
- After expiry of the specified time the Executive Committee is authorised to decide on excluding the Member who is in breach.
- 6.4 If a membership ends during the course of a financial year, the membership fee or any other contributions agreed by such Member towards the Association shall remain due for such financial year. The Member whose membership has ended is not entitled to claim any reimbursement of its membership fees or contributions nor any compensation.
- 6.5 Resignation or exclusion shall not affect commitments entered into or liabilities incurred by such Member during its membership towards the Association or the other Members.

Article 7 – Rights and Obligations of the Members and liability

- 7.1 Members shall have the rights attributed to them in these Statutes, in Internal Rules and decisions taken by the bodies of the Association in accordance with these Statutes and Internal Rules. Members shall comply with the these statutes in their last amended version as well as to all other possible regulations issued or approved by the Association in relation to the organization and/or activities of the Association.
- 7.2 In accordance with the Act, the Association will be liable for its contractual undertakings solely on the basis of its assets. None of its Members shall be personally liable with its own assets.

In accordance with the Act, the Members or their representatives acting in the bodies of the Association will not be held liable for the commitments undertaken by the Association or its bodies.

Article 8 – Assets, Membership Fees and other incomes of the Association

8.1 The Association's funds shall be comprised of:

- Members' yearly membership fees,
- grants or external funding to the Association,
- revenue to the Association for its participation in, or the management of, programmes, studies and projects, or
- any other resources authorised by law.

8.2 The terms of payment of the membership fee are determined in the Internal Rules. New Members joining during a financial year shall pay the full membership fee for the year.

TITLE III: BODIES OF THE ASSOCIATION: GENERAL ASSEMBLY AND EXECUTIVE COMMITTEE

Article 9 – Governance

9.1 The Association shall be governed respectively by the General Assembly of the Members and by the Executive Committee.

Article 10 – General Assembly

10.1 General Assembly Role and Composition

10.1.1 The General Assembly shall be the supreme governing body of the Association. It has all powers necessary for the purpose of achieving the objectives of the Association, if such powers are not explicitly delegated to another organ of the Association. The General Assembly shall oversee the management of the Association by the Executive Committee.

10.1.2 The General Assembly shall be composed of representatives of all Members of the Association. Each Member shall appoint one representative to the General Assembly by a notice in writing, fax or email to be sent to the Executive Committee. One alternative representative may be appointed. Such appointments may be modified at any time by the Member represented. A Full Member may also be represented by another Full Member's representative, subject to a respective proxy in writing or via email, which must be received by the Executive Committee prior to the meeting.

10.1.3 The Executive Committee may invite non-Members to attend meetings of the General Assembly as guests without voting rights.

10.2 General Assembly Rules for meetings

10.2.1 The General Assembly shall meet at least once a year. Additional meetings shall be convened upon the decision by the Executive Committee or upon written request of Members representing at least one third of the overall voting rights. The request to this effect should be addressed to the Executive Committee.

10.2.2 The General Assembly meetings shall be convened in writing (including but not limited to e-mail) by the Executive Committee with at least 21 days' notice and with indication of the place, date, time and agenda of the meeting. Any Members' representative may request additional items to the agenda at least 12 days prior to the meeting. The final agenda of the meeting shall be sent to the Members not less than 7 days before the meeting.

No business may be conducted on any matter not shown in the agenda, unless all of the Members with voting rights are present or represented.

- 10.2.3 The meetings of the General Assembly shall be chaired by the Chairman or, in his absence, by the Vice-Chairman or by a member of Executive Committee appointed for this purpose by the Executive Committee, or, failing an appointment by the Executive Committee, by a person designated at the beginning of the General Assembly.
- 10.2.4 The General Assembly meets either physically or via teleconference or electronically by e-mail correspondence between physical meetings provided that it must not deliberate on the annual account or elect the Executive Committee without a physical meeting.
- 10.2.5 Minutes shall be drawn for each General Assembly meeting in English. Such minutes, summarising the decisions taken, shall be signed by the Chairman and one representative who is not an Executive Committee member. The minutes shall be sent to the Members within two (2) months following the date of the General Assembly.

The minutes are kept in a register held at the registered seat of the Association in accordance with applicable legislation, where they are available, physical or remotely, to be consulted by the Members and shall be made available to Members on request.

10.3 Decisions of the General Assembly

- 10.3.1 Each Full Member having duly paid its membership fee shall have one vote. Associate Members have a right to state their view, which may be taken into account by the Full Members when taking decisions.
- 10.3.2 Unless these Statutes require another majority, decisions of the General Assembly shall be adopted by a simple majority.
- 10.3.3 The General Assembly possesses the specific powers to take the following decisions:
- approve the budget,
 - determine the membership fees for Associate Members and Full Members,
 - approve the extra fee for the Executive Committee members,
 - approve the annual report of activities of the previous year and annual accounts,
 - appoint auditor(s) if required,
 - determine and dismiss the selected members of the Executive Committee,
 - change of the Internal Rules.

The following decisions require a majority of three fourths of the votes present or represented:

- change of these Statutes,
 - the merger of the Association with other associations,
 - dissolution and liquidation of the Association,
 - membership in other association, taking shares in other legal entities or participation in any business ventures or any other kind of organization, within the limits of the article 3.3 of these Statutes.
- 10.3.4 The General Assembly may give its opinion to the subjects, which are presented by the Executive Committee to the hearing of General Assembly. At least the following subjects shall be presented to the hearing of the General Assembly:
- activity plan of the Association
 - launch of new Joint Programme, which may be included in the activity plan.

- 10.3.5 Further provisions on the procedures of the General Assembly and its meetings may be adopted by the General Assembly in the Internal Rules.

Article 11 – Executive Committee

11.1 Role and Responsibility

- 11.1.1. Notwithstanding the provisions contained in Article 10 here above, the Association shall be managed by the Executive Committee which has full powers in that respect. The tasks of the Executive Committee include but are not limited to:

- accepting new Members
- excluding a Member
- preparing the documents and decisions to be approved by the General Assembly
- calling the General Assembly meetings
- establishing groups, if needed, and defining their tasks and nominating their members and supervising their activities.

At least the following subjects shall be presented to the hearing of the General Assembly before Executive Committee may take the decisions:

- accepting the activity plan of the Association,
- launching of new Joint Programme, which may be included in the activity plan.

The Executive Committee may decide to hear the General Assembly also concerning any other essential subject before it takes its decision.

- 11.1.2 The Executive Committee may appoint the Secretariat and/or the Secretary General to take charge of the day-to-day management of the Association and/or to support the Executive Committee and may delegate to the Secretariat and/or Secretary General the authorities necessary for the accomplishment of separately defined tasks. The Secretariat and/or Secretary General functions may also be performed by a third party, as may be decided by the Executive Committee.

11.2 Composition and selection

- 11.2.1 The Executive Committee shall be composed of the representatives of fifteen Full Members, provided that there are at least fifteen Full Member applicants from fifteen countries. If there are less than fifteen eligible applicants, the minimum composition of the Executive committee is the representative of ten Full Member applicants. The composition of the Executive Committee shall include only one member per country. At least two members shall have seat and main administration in Member States with an EU accession in 2004 or later (hereinafter New Member States), provided that there are at least two Full Member applicants from New Member States.

- 11.2.2 The Executive Committee members shall be selected for a period of two years. The Executive Committee members shall hold their position until the end of the General Assembly in which the new Executive Committee members are determined. The reselection shall be possible.

In the event that a member of the Executive Committee withdraws or is dismissed before the expiry of the term of its mandate, the Executive Committee shall have the right to temporarily fill the vacancy by appointing a new member, until the next General Assembly determines a new member to the Executive Committee.

- 11.2.3 The Executive Committee members shall be selected among applications of the Full Members based on the highest score composed of the weighted sum of the key performance indicators:

1. Total number of staff in energy R&D divided by the figure for the Full Member with the highest score on this count. (weight 2)
2. Total number of PPYs involved in Joint Programmes divided by the figure for the Full Member with the highest score on this count. (weight 2)
3. Number of thematic areas covered in EERA divided by the figure for the Full Member with the highest score on this count. (weight 1)

The contribution of the member entities of an Umbrella Organization shall be summed and the total contribution constitutes the key performance indicators of that Umbrella Organization.

The applying process will be described in the Internal Rules and the Executive Committee may give further instructions concerning the implementation.

- 11.2.4 The Executive Committee shall elect the Chairman and the Vice-Chairman of the Association among the Executive Committee members for a term of two years. Re-election shall be possible.

The Executive Committee reassesses the positions of Chairman or Vice-Chairman, if the affiliation of either change during their terms of office or the organization of the Chairman or Vice-Chairman ceases to be member of the Executive Committee. Chairman and Vice-Chairman are elected at the same time with identical terms of office.

- 11.2.5 Role of the Chairman and Vice-Chairman

In addition to the other articles of these Statutes concerning the role of the Chairman and the Vice-Chairman the Chairman will be responsible for preparing and presiding of the meetings of the Executive Committee, as well as preparing of the agendas and the minutes thereto in co-operation with the Secretariat and/or Secretary General.

The Chairman will represent the Association towards external stakeholders in accordance with the policies approved and decisions taken by Executive Committee or the General Assembly. Chairman and Vice-Chairman shall agree on the division of the tasks between them.

- 11.3. Meetings and decisions

- 11.3.1 The Executive Committee shall meet whenever necessary, but at least twice a year. It meets either physically or via teleconference or electronically by e-mail correspondence between physical meetings. A decision may be taken without a meeting if the Chairman circulates to all Executive Committee members a written document which is then signed by the defined majority of all Executive Committee members.

The notice of the meeting shall be given to each Executive Committee member no later than 28 days preceding the meetings. A written agenda shall be sent no later than 14 days preceding the Executive Committee meeting.

- 11.3.2 The Executive Committee may validly meet or take decision in other procedure if at least 80 % of the overall voting rights are present or represented. The Executive Committee member may appoint a substitute or a proxy to attend and vote. The Executive Committee member may attend the physical meeting via telecommunication devices.

In case the above-mentioned quorum requirement is not met, the Executive Committee shall be convened for a second meeting based on the same agenda within thirty (30) days and shall validly meet without any quorum requirement. In the latter case, clear information should be given to all Executive Committee members that the proposal is made for the second time and that the 80 % threshold does not apply.

- 11.3.3 Each Executive Committee member present or represented in the meeting shall have one vote. The Executive Committee emphasizes the decision making based on consensus between the Executive Committee members. However if the consensus cannot be reached, the decisions shall be taken by a majority of 85 % of the votes cast.

The Executive Committee member who has a direct conflict of interest may not vote. However if more than seven Executive Committee members have a direct conflict of interest in the same voting, then all the Executive Committee members are able to vote.

- 11.3.4 The Executive Committee may invite observers to the Executive Committee meetings. Observers may take part in the discussions, but have no voting rights.
- 11.3.5 Decisions of the Executive Committee shall be recorded in writing. The minutes of the meeting or other decision procedure shall be sent to all Executive Committee members in reasonable time after the meeting or decision. The minutes shall be accepted in the following meeting unless otherwise decided by the Executive Committee members present and represented in the recorded meeting. The minutes shall be signed by the chairman of that meeting and another Executive Committee member who was present in the meeting. The decision document from written procedure shall be signed by the defined majority of all Executive Committee members.
- 11.3.6 The Executive Committee may give itself further internal rules for its decision-making and rules for meetings, which shall not conflict with these Statutes.

Article 12 – Other groups and committees

- 12.1 Other operational level groups and committees may be established by the Executive Committee on a permanent or ad hoc basis and in accordance with the Internal Rules of the Association and they shall act under the supervision of the Executive Committee.
- 12.2 More detailed rules relating to the operation of the permanent and ad hoc groups and committees may be laid down in the Internal Rules.

Article 13 – Representation

- 13.1 The Association is legally bound vis-à-vis third parties by the signature of the Chairman or the Vice-Chairman together with another member of the Executive Committee.
- 13.2 The Executive Committee is empowered to delegate appropriate representative, administrative and management duties to specific persons (legal bodies or individuals), members or not of the Executive Committee.
- 13.3 Unless explicitly authorised in writing to do so by the concerned Member, no member of the Executive Committee or other representative of the Association shall describe itself or act as an agent of a Member and nothing in these Statutes shall be construed as creating the right of such representative to enter into any obligation on behalf on such Member.

TITLE IV: FINANCIAL MANAGEMENT

Article 14 – Financial Year

- 14.1 The financial year of the Association shall commence on 1st January of each year and shall end on 31st December of the same year.
- 14.2 The Executive Committee shall propose the annual budget of the Association, which it shall submit for approval to the General Assembly, in accordance with Article 10 of these Statutes.

- 14.3 The Executive Committee shall draw up final accounts for each financial year, which it shall submit for approval to the General Assembly in accordance with Article 10 of these Statutes.

Article 15 – Accounts of the Association

- 15.1 The Executive Committee is responsible for managing the accounts of the Association and shall be assisted, if required, in this task by a professional accountant.
- 15.2 Funds remaining at the end of a financial year shall be carried over into the next financial year. To this end the Association may constitute appropriate reserves, which may be used for the purpose of financing special activities or covering special expenditures, or to cover commitments in relation to a possible dissolution of the Association. No Member shall have an obligation to provide any financial support to such reserves fund in addition to its regular membership fees and other existing financial commitments to the Association.
- 15.3 The Association has the legal capability to own the means and goods necessary to pursue its mission, and, within the limits authorized under Belgian law and subject to the conditions of such law, to receive grants provided they are used for the realisation of its mission.
- 15.4 The General Assembly appoints in accordance with the law one or more statutory auditors or any other person fulfilling the requirements imposed by law, who will be charged with the audit of the financial status of the Association, the annual accounts and the regularity of the Association's transactions. The statutory auditor(s) will draw up a written report, which will be submitted to the General Assembly.

TITLE V: DISSOLUTION OF THE ASSOCIATION

Article 16 – Dissolution

- 16.1. In the event that in the Article 10.3.3 defined majority of the Members present or represented at a General Assembly decide to wind up the Association, one or more liquidators shall be appointed by the General Assembly. They will be charged with realising the Association's assets and settling its debts.

Any net assets shall be disposed with a non-profit-making purpose to be decided by the Executive Committee.

TITLE VI: GENERAL PROVISIONS

Article 17 – Language

To the extent legally possible, the working language of the Association shall be English. In case of a dispute between the Members, the French published version of the statutes shall prevail.

Article 18 – Internal Rules

The General Assembly may adopt, in accordance with the Article 10 of these Statutes, Internal Rules for the Association to further detail these Statutes or the management of the Association as permitted by the Belgian law. Internal Rules may not be in contradiction with these Statutes.

Article 19 – Powers

All powers shall be vested in the persons showing evidence of their powers through excerpts of these Statutes or of any decision of the Executive Committee or of the General Assembly for the purpose of making any declarations, disclosures or formalities required by law.

Article 20 – Notices of meetings, proxies

Notice of meeting shall be made in writing, by letter, by fax or by electronic mail. Valid proxies should be in original copies.