

Old Statutes

Name: REScoop.eu

Legal form: Non-Profit Organization (vereniging zonder winst oogmerk)

Head Office: 105 Avenue Milcamps 105 – 1030 Brussels [Belgium]

Object of the act: Constitution

Approved by the General Assembly of 26th of August 2013.

BETWEEN THE UNDERSIGNED:

Ecopower cvba, Molenstraat 2, 3110 Rotselaar
NN 0.445.389.356, represented by Dirk
Vansintjan, administrator

Enercoop CICS SA, 48 rue Sarrette, 75685 Paris
Cedex 14. 48.223.094, represented by Julien
Noé, administrator

Coöperatieve vereniging tot collectief bezit van
windmolens b.a. "De Windvogel", Pr Johan
Willem Frisoln 166, 2263EC Leidschendam,
Handelsregister: 29037015, represented by
Siward Zomer, administrator

SOM Energia SCCL, Parc UdG, C. Pic de Peguera
15, 1700 Girona, Spain, represented by Gijsbert
Huijink, administrator

It was agreed to establish a non-profit
association under the Belgian law of 27 June
1921, setting its statutes as follows:

PART I: Name, registered office, duration,
objectives

Article 1

The association's name is: "REScoop.eu". This name will be immediately preceded or followed by the words "non-profit" or the abbreviation "ASBL" and an indication of its headquarters in all acts, invoices, announcements, publications and other documents of the association.

New Statutes

The original version of these statutes was drawn up in French. In case of any contradictions or differences in interpretation between the present version and the French language version, the French language version shall prevail and serve as a reference.

In case the pronoun 'he' is used in this text, please read this as a gender-neutral third-person pronoun.

Preamble:

These statutes are based on the REScoop Charter 2019 principles by focusing on the support and development of the cooperative energy transition.

PART I: Name, registered office, duration

Article 1: Name

The association's name is: "REScoop.eu". This name must appear in all deeds, invoices, announcements, letters, orders and other documents issued by the non-profit organisation, immediately preceded or followed by the words "non-profit association" or by the abbreviation "ASBL", stating the registered office.

Article 2

The headquarters of the association are established in a Belgian commune. They are currently set at Avenue Milcamps 105, 1030

Brussels, judicial district of Brussels. The seat can be transferred to any other place in Belgium by decision of the Board of Directors. This shall be published in the Annexes of the Official Gazette of the Belgian Federal Public Service of Justice the same month that figures in the changing date.

Article 3

The association is established for an unlimited term. It may at any time be dissolved.

Article 2: Registered office

The registered office of the association is established at Avenue Milcamps 105, 1030 Brussels, judicial district of Brussels.

Article 3: Duration

The association is established for an unlimited term. It may be dissolved at any time.

Article 4

The association constitutes a European federation, which brings together cooperatives and associations of citizens working in the field of renewable energies and energy efficiency. To that purpose its aims, among other things are:

- Promoting training and education of members and workers in cooperatives and associations of citizens working in the renewable energy sector. The association will issue the exchange of information and experiences on this topic.
- Supporting research on renewable energies.
- Supporting the creation of cooperatives and citizens' groups working on renewable energy throughout Europe.
- Assisting on the financing aspects of cooperatives and associations of citizens working in the renewable energy sector (REScoop) and create tools and networks, including financial and banking necessary to achieve these goals.
- Promote and represent the members of REScoop.eu with regional, national institutions and especially the European Union, financial and political organizations.

PART II: Goal

Article 4: Aim and activities

REScoop.eu is a not for profit association. Its aim is a cooperative energy system across Europe as defined in the REScoop Charter every member subscribes to.

The association constitutes a European federation, which brings together cooperatives and associations which support the aim mentioned above. To that purpose the federation engages in, among others:

- Advocate and represent the interests of the members of REScoop.eu towards regional, national and European institutions.
- Promoting training and education of members The association will issue the exchange of information and experiences.
- Supporting research on the cooperative energy system.
- Supporting the creation and the development of REScoops throughout Europe.
- Assisting on the financing aspects of REScoops and create tools and networks, including financial and banking necessary to achieve these goals.

REScoop.eu may perform all activities and legal acts that are directly or indirectly related to its aim.

TITLE II: Members

Article 5

The association consists of full members -with voting rights-, and associate members, - without the right to vote-. The members of the association are legal persons, legally constituted under the laws of their country of origin. The amount of members of the association is not limited. The minimum amount of members is three. Full members are national federations that represent REScoops, or REScoops themselves. Only full members have full rights granted by the law and these statutes. Associate members are companies, associations or individuals that are not (federations of) REScoops. May apply for membership as full or associate members, organizations whose activities are consistent with the objects of the association and agree with the REScoop.eu charter and its internal regulations.

PART III: Membership

Article 5: Full members and associate members

The association consists of full members - with voting rights-, and associate members, - without the right to vote-. The amount of members of the association is not limited. Full members are REScoops and REScoop federations. REScoops are cooperatives and similar organisations following the ICA principles and the REScoop.eu Charter. REScoop federations are cooperative federations or similar federations that have REScoops as members, and that follow the ICA principles and the REScoop Charter. Associate members are companies, associations or individuals that are not individual REScoops or federations of REScoops, whose activities are consistent with the objects of the association and agree with the REScoop.eu charter and its Internal Regulations.

Article 6

The admission of new full and associate members is subject to the following conditions: all admissions of new members shall be decided by the Board of Directors by a majority of two thirds of the votes present or represented and after review of the ethics committee of the charter. The admission shall be subject to ratification by the annual General Assembly by a simple majority of the votes present and represented. Any organization that wishes to be an full or associate member of the association shall submit a written request to the Board of Directors and must be presented by a member of the Board of Directors. Other membership conditions are set out in the internal regulations.

Article 7

The exclusion of a member of the association may be imposed only by the decision of the General Assembly by a two-thirds majority of the members present or represented. The member concerned may request to be heard by the General Assembly before the decision.

The Board of Directors may suspend a member until the decision of the General Assembly.

Article 6: Admission of new members

The admission of new members is subject to the following procedure: any organization that wishes to be an full or associate member of the association shall submit a written request to the Board of Directors. All admissions of new members shall be decided by the Board of Directors by a majority of two thirds of the votes present or represented.

Article 7: Losing membership

Members are free leave the association at any time without the refund of fees. The resignation request shall be notified in writing to the president.

Non-payment of the annual fee, as well as no longer meeting the conditions to become a member, results in the resignation of a member.

The General Assembly welcomes and takes a sovereign position on the proposal of exclusion of members made by the Board of Directors, with a majority of two thirds of the directors present or represented. Members can be excluded when they act against the general aim of the association. The exclusion of a member of the association may be imposed only by the decision of the General Assembly by a two-thirds majority of the members present or represented. However this can only be done after the interested party is summoned in writing, at least eight days before the date of the meeting. The member concerned may request to be heard by the General Assembly before the decision. The Board of Directors may suspend a member until the decision of the General Assembly.

Article 8

Resignation, suspension and exclusion of members is as determined by Article 12 of the Belgian Law of 27 June nineteen hundred and twenty-one. The General Assembly welcomes and takes a sovereign position on the proposal of the Board of Directors, with a majority of two thirds of the members present or represented. However this can only be done after the interested party summoned through a registered letter, at least eight days before the date of the meeting. Partners are free to resignation from the association at any time without the refund of fees. The resignation request shall be notified by registered post letter to the president.

Article 9

Members who cease to be members of the association, as well as the heirs or beneficiaries of a member, are not entitled to the social fund. They may not claim nor request any statements, accountability, affix seals nor inventory. They cannot claim the refund of contributions or potential contributions.

Article 10

Any full or associate member pays an annual membership fee which is determined by the General Assembly on the proposal of the Board of Directors. The maximum amount is set at 45,000 €. Non-payment of the annual fee may result on the exclusion of a member, referring to the internal regulations. Only full members with updated contribution will take part in the vote at the General Assembly. Members incur no personal obligation on behalf of the obligations of the association. They do not have to respond to the association's debts with their own property.

Article 8: No refund of contributions possible

Members who cease to be members of the association, as well as the heirs or beneficiaries of a member, can in no case claim the refund of contributions or potential contributions.

Article 9: Annual membership fee

Any full or associate member pays an annual membership fee which is determined by the General Assembly on the proposal of the Board of Directors. The maximum amount is set at 45.000 €.

Only full members with updated contribution will take part in the vote at the General Assembly.

Members incur no personal obligation on behalf of the obligations of the association. They do not have to respond to the association's debts with their own property.

PART III: Administration, Board of Directors

Article 11

The association is administered by a Board of Directors elected by the General Assembly, composed of at least three members and not more than eight. The number of directors shall always be less or equal than to the number of members of the association.

Article 12

The administrators are elected for a term of four years. They may be re-elected. The mandate of the outgoing directors, not re-elected, ceases immediately after the General Assembly proceeded to re-election. In case of holidays of one or more administrators followed by death, resignation or other causes, the remaining administrators hold temporarily the decision power. In this case, the General Assembly at its first meeting proceeds to the final election. The administrator appointed under the above conditions is named for the time required to complete the term of the director whom he replaces. The Board of Directors may invite for consultative purposes any person of their choice.

Article 13

The Board of Directors can deliver validly if at least half of its members are present or represented. The Board of Directors elects from among its members a president, a vice-president, a secretary and a treasurer. In the absence of the President, the vice-president shall perform his duties.

PART IV: Management and Board of Directors

Article 10: Board of Directors

The association is managed by a Board of Directors comprising at least three and not more than eight directors, all full members. The number of directors shall always be less or equal than the number of members of the association. Since the director is a legal person, two natural persons of different gender shall be appointed as a representative and its deputy, to complete the assignment on behalf of and for the account of the legal entity. The Board of Directors may invite for consultative purposes any person of their choice.

Directors are appointed by the General Assembly for a term of four years. They may be re-elected. The mandate of the outgoing directors, not re-elected, ceases immediately after the General Assembly proceeded to re-election.

When a director ceases to be a member of the association, his or her office of director will be terminated immediately. The Board of Directors elects from among its members a President and a Vice-president (they form the Presidency), a secretary and a treasurer. In the absence of the President, the Vice-president shall perform his duties.

Article 11: Director vacancy

If the office of a director becomes vacant, the remaining directors hold temporarily the decision power.

In this case, the General Assembly at its first meeting proceeds to the appointment of a director for the vacant position. The director appointed under the above conditions is named for the time required to complete the term of the director whom he replaces.

Article 12: Decisions

A director may delegate his powers in writing to another director to be represented. However, any director may not represent more than one of his colleagues.

The deliberations of the Board of

Article 14

The Board of Directors meets at the headquarters or at any other place specified in the convocation letter at least once a year or at the call of the President or the Secretary, whenever the interests of the association required or whenever at least two administrators request so. The summons shall contain the agenda, the date and time of the meeting. They should be written in the form of regular mail or electronically and it should be sent at least eight days before the date of the meeting. Decisions are taken by an absolute majority of votes. In case of a tie, the vote of the President is decisive since he is considered as "Primus inter pares". In case of parity in the absence of the President, the proposal will be rejected. The vote will be secret if the Board of Directors decides so and if it is directly related to matters with people. An administrator may delegate his powers by a written letter another administrator to be represented. However, any administrator may not represent more than one of his colleagues. The Board of Directors has the highest powers for the administration and management of the association. It exercises all the powers that the law or the statutes do not reserve to the General Assembly or any other authority. Dismissal of members is subject to the conditions set out in the Act of 27 June nineteen hundred and twenty-one. If a decision concerns an administrator, his parent, relative or ally up to the fourth degree, himself does not take part in the deliberations and cannot delegate his power of attorney. The Board of Directors may do any administrative and monetary acts. For all the monetary actions, the association will only be engaged by the Board of Directors or the president, which may delegate to one or more of its members the signature powers of any document or act. The Board of Directors may confer certain special powers to one or more agents for a limited period of time. The deliberations of the Board of Directors are

Directors are only valid if at least half of its members is present or represented. Apart from the admission of new members, which shall be decided by a majority of two thirds of the votes present or represented, all decisions are taken by a majority of votes. In case of a tie, the vote of the President is decisive since he is considered as "Primus inter pares". In case of parity in the absence of the President, the proposal will be rejected. The vote will be secret if the Board of Directors decides so and if it is directly related to matters with people.

Article 13: Meetings of the Board of Directors

The Board of Directors shall meet at least once a year or at the call of the President or the Secretary, whenever the interests of the association required, whenever at least two directors request so, and as set in the Internal Regulations. The convocation shall contain the agenda, the date and time of the meeting. The convocation notice is in writing and it should be sent at least eight days before the date of the meeting. The deliberations of the Board of Directors are recorded in minutes signed by the president and secretary. The minutes are listed or linked in a special register. The copies or extracts produced in court or elsewhere shall be signed by the president and secretary. The Board of Directors shall either meet in person at the location specified in the convocation notice or by teleconference or videoconference by means of telecommunication technology allowing the directors to hear and consult with each other simultaneously, or by a combination of the two techniques mentioned above, with some directors being present in person and others joining the meeting by means of teleconferencing or videoconferencing.

recorded in minutes signed by the president and secretary. The minutes are listed or linked in a special register. The copies or extracts produced in court or elsewhere shall be signed by the president and secretary.

Article 15

Legal action, whether as plaintiff or defendant, shall be instituted or supported on behalf of the association, the Board of Directors, represented by the president and the secretary or by two administrators. The association shall be validly represented in all acts, including those that involve a civil servant or an authority from a Ministry, by the president and the secretary or by two administrators.

PART IV: Monitoring

Article 16

In accordance with Article 17 § 5 of the Law on non-profit associations and as long as the association meet the criteria set out in that Article, there will be no need to appoint a statutory auditor. However, when the association will no longer meet the above criteria, the control of the association shall be entrusted to one or more auditors appointed by the General Assembly from among the members of the "l'Institut des Réviseurs d'Entreprises".

Article 17

The president of the association may commit the association with a limit of € 7500 with the signing of the treasurer.

Article 14: Powers

The Board of Directors has the highest powers for management of the association. It exercises all the powers that the law or the statutes do not reserve to the General Assembly or any other authority. The Board of Directors may do any administrative and monetary acts. For all the monetary actions, the association will only be engaged by the Board of Directors or the presidency, which may delegate to one or more of its members the signature powers of any document or act. The Board of Directors may confer certain special powers to one or more agents for a limited period of time.

Article 15: Powers of delegation

The Board of Directors may entrust day-to-day management of the association to one or more individuals. They shall represent the association individually, jointly or as a secretariat, as defined by the Board of Directors. The person in receipt of the powers of day-to-day management shall bear the title of "coordinator".

The Board of Directors and all individuals responsible for day-to-day management may, within the context of their respective powers, grant special or limited powers of attorney for one specific activity or a series of specific activities to one or more proxies. These proxies shall bind the association within the limits of the powers granted to them.

The president of the association may commit the association with a limit of € 7500 with the signature of the treasurer.

Article 16: Representation

Legal action, whether as plaintiff or defendant, shall be instituted or supported on behalf of the association by the Board of Directors, represented by the president and the secretary or by two directors. The association shall be validly represented in all acts, by the president and the secretary or by two directors.

PART IV: Auditing

Article 17: Audit

Insofar as this is required by law or if the General Assembly decides on it, the audit of the association shall be entrusted to one or more auditors appointed by the General Assembly from among the members of the “l’Institut des Réviseurs d’Entreprises”.

TITLE V: General Assembly

Article 18

The General Assembly holds the sovereign power of the association. Are reserved to its jurisdiction:

- 1) Amendments to the articles of the statutes;
- 2) The appointment and removal of administrators;
- 3) Approval of budgets and financial statements, including balance sheets, income statements and, when applicable, annexes and determining the amount of the annual fee;
- 4) The discharge to be attributed to the administrators;
- 5) The dissolution of the association;
- 6) The exclusion of members;
- 7) The adoption of internal rules;
- 8) All decisions exceeding the legal or statutory powers reserved to the Board of Directors.

PART V: General Assembly

Article 18: Composition and powers

The General Assembly consists of all full members and holds the sovereign power of the association. Its decisions are binding upon all members. Are reserved to its jurisdiction:

- 1) Amendments to the articles of the statutes;
- 2) The appointment and dismissal of a directors;
- 3) Approval of budgets and financial statements, including balance sheets, income statements and annexes, and determining the amount of the annual fee;
- 4) The discharge to be attributed to the directors;
- 5) The dissolution of the association;
- 6) The exclusion of members;
- 7) The adoption of the Internal Regulation;
- 8) All decisions exceeding the legal or statutory powers reserved to the Board of Directors.

Each member has the right to attend the General Assembly.

Associated members attend the General Assembly without voting rights.

Article 19

The association may be convened in extraordinary general meeting at any time by the Board of Directors or at the request of at least one fifth of the full members. Each meeting will be held at such time and place specified in the notice. All members shall be invited.

Article 20

The General Assembly is convened by the Board of Directors by ordinary letter, email or fax addressed to each member at least eight days before the meeting and signed by the president or the secretary, on behalf of the Board of Directors. The agenda is mentioned in the notices. The General Assembly can only validly deliberate on the items reflected on the agenda.

Article 21

Each member has the right to assist to the General Assembly. It may be represented by another full member of the association. Each member may only hold one proxy.

Article 22

All full members have equal voting rights, each having one vote. The General Assembly shall be valid regardless of the number of members present or represented. Decisions are taken by simple majority of votes of the members present or represented. In case of equality of votes, the president's vote will be determining. At the request of at least one third of its members and in case of appointment, revocation or suspension, the General Assembly votes by secret ballot. Notwithstanding the preceding paragraph, the decisions of the General Assembly to amend the statutes or the internal regulation regarding the exclusion of a partner or the

Article 19: Convocation

The Annual General Assembly is obligatory according to Belgian legislation and must be held before 1st June every year. The standard agenda of the Annual General Assembly is described in the Internal Regulations.

The General Assembly is convened by the Board of Directors in writing addressed to each member at least a month before the meeting and signed by the president or the secretary, on behalf of the Board of Directors. The agenda with related materials attached is mentioned in the notices.

The General Assembly is placed at the registered office of the association or at any other place specified in the notice of meeting. In addition, these statutes allow the members to participate and fully use their membership rights at the General Assembly from a distance by electronic means. The concrete modalities of such remote participation are further elaborated in an internal regulation.

The General Assembly can only validly deliberate on the items reflected on the agenda.

The association may be convened in Extraordinary General Assembly at any time by the Board of Directors or at the request of at least one fifth of the full members. Each meeting will be held at such time and place specified in the notice. All members shall be invited.

Article 20: Proxies

A full member may appoint another full member to represent him or her at the meeting by means of a written proxy. Each member may only hold a single proxy. However, legal entities may be represented by their statutory or legal representatives, irrespective of the previous provision.

dissolution of the association shall be taken only upon special conditions provided by the law. Decisions will be taken by a two-thirds majority of members present or represented. In case of nomination, if no candidate receives a majority of votes, there shall be a ballot election between the candidates who obtained the most votes. In case of equality of votes in the second ballot, the oldest candidate will be elected.

Article 23

The decisions of the General Assembly are recorded in the minutes signed by the president and secretary and registered in a special register kept at the headquarters. The documents produced at the court or elsewhere shall be signed by the president of the Board of Directors or the secretary or by two administrators.

TITLE VI: Annual Accounts, Budget Discharge

Article 24

The financial year begins on January 1 and ends on the thirty-first of December.

Article 25

The Board of Directors submits to the General Assembly the annual accounts of the past exercise, including the balance sheet, income statement and, if appropriate, the appendices. It establishes the budget for the next fiscal year. Each year, it sets the date and time of the General Assembly in accordance with the statutes. On the agenda the approval of the annual accounts, budgets and discharge to the administrators will be present.

Article 21: Decisions

All full members have equal voting rights, each having one vote.

Subject to the exceptions defined by law or in these statutes, the number of members present at the General Assembly does not affect the validity of the deliberations and the meeting decides by a simple majority. Decisions on the exclusion of a member will be taken by a two-thirds majority of full members present or represented.

The votes are issued by a show of hands, unless the vote concerns person-related agenda items, in case of appointment, revocation or suspension of Directors, or at the request of at least one third of its members. In the latter cases, the vote is by secret ballot. Abstentions are not taken into account.

In case of the appointment of a Director, if no candidate receives a majority of votes, there shall be a ballot election between the candidates who obtained most of the votes. In case of equality of votes in this second ballot, straws will be drawn.

Article 22: Special decisions

Notwithstanding the preceding article, the General Assembly can only validly deliberate and decide on the dissolution of the association, on an amendment to the Internal Regulations or on an amendment to the statutes if the changes are expressly stated in the convocation and when at least two-thirds of the full members are present or represented at the meeting. Such decision can only be adopted with a majority of two-thirds of the votes of the full members present or represented. The same applies for any decision involving more than the 50 per cent of the revenues made in the previous year.

However, where the amendment of the statutes relates to the aim of REScoop.eu, it may only be adopted by a majority of four fifths of the votes of the full members present or represented.

In the event that less than two-thirds of the full members are present or represented at the first meeting, a second meeting can be convened, which can

validly deliberate and decide, irrespective of the number of represented full members. The second meeting may not be held within fifteen days of the first meeting.

Article 23: Minutes

The decisions of the General Assembly are recorded in the minutes signed by the president and the secretary and registered in a special register kept at the headquarters.

PART VI: Annual Accounts, Budget Discharge

Article 24: Financial year

The financial year begins on the first of January and ends on the thirty-first of December.

Article 25: Annual accounts

The Board of Directors submits to the Annual General Assembly the annual accounts of the past exercise, including the balance sheet, income statement and, if appropriate, the appendices. It establishes the budget for the next fiscal year.

Each year, it sets the date and time of the General Assembly in accordance with the statutes. On the agenda the approval of the annual accounts, budgets and discharge to the directors will be present.

TITLE VII: Internal Regulations

Article 26

The internal regulations of the association shall be adopted by the General Assembly on the proposal of the Board of Directors.

TITLE VIII: Special Provisions

Article 27

Articles 7, 9, 11 and this section may be amended only by the unanimous vote of the members present or represented at the General Assembly in accordance with Article 8 of the Law of 27 June 1921 and these statutes. The same applies to any decision involving more than the 50 per cent of the revenues made in the previous year.

Article 28

For everything that is not explicitly stated or exempted in these statutes, reference should be made to the law of 27 June 1921.

TITLE IX: Dissolution, liquidation

Article 29

In the case of dissolution or liquidation, the net assets of the dissolved association will be attributed to an organization shearing the same objectives.

Article 30

The number of the first directors shall be four. Are elected as administrators:

- Ecopower cvba, Molenstraat 2, 3110 Rotselaar NN 0,445,389,356, represented by Dirk Vansintjan, administrator
- Enercoop CICS SA, 48 rue Sarrette, 75685 Paris Cedex 14, 48,223,094, represented by Julien Noé, administrator
- Coöperatieve vereniging tot collectief bezit van windmolens b.a."De Windvogel", Pr Johan Willem Frisoln 166, 2263EC

Article 26: Internal Regulations

The Internal Regulations of the association shall be adopted by the General Assembly on the proposal of the Board of Directors.

Article 27: Dissolution and liquidation

In the case of dissolution or liquidation, the net assets of the dissolved association will be attributed to a European organization with corresponding aim.

Article 28: General provision

For everything that is not explicitly stated or exempted in these statutes, reference should be made to Belgian law. If any of the provisions of these statutes should violate compelling legal stipulations, that article shall be regarded as not having been written, so that the validity of the remaining articles shall be unaffected.

Leidschendam, Handelsregister: 29037015
represented by Siward Zomer, administrator

- SOM Energia SCCL, Parc UdG, C. Pic de Peguera 15, 1700 Girona, Spain, represented by Gijsbert Huijink, administrator

The first financial year begins on September 1st 2013, ending 31st December 2013. And

now, the Board of Directors is established and declares for the purpose of making the appointment of the president, secretary and treasurer and resume commitments for the association. Unanimously, the Board of Directors decides to call the following functions:

- President : Ecopower, represented by Dirk Vansintjan
- Vice-president: Somenergia, represented by Gijsbert Huijink
- Secretary : De Windvogel', represented by Siward Zomer
- Treasurer : Enercoop, represented by Julien Noé