

AISBL STATUTES

ECOPRENEUR.EU

International association without lucrative purpose

TITLE I. NAME – REGISTERED ADDRESS – PURPOSE – TERM

Name

Article 1:

The association is an association internationale sans but lucratif (AISBL; international association without lucrative purpose) and governed by Title III of the Belgian Act of 27 June 1921 on associations without lucrative purpose, international associations without lucrative purpose and foundations (hereinafter referred to as the “Act”). It has the name “Ecopreneur.eu”.

Registered Address

Article 2:

The association has its seat and registered address at 75 Boulevard Saint-Michel 1040 Brussels, Belgium. Upon a related resolution adopted by the Board of Directors, this seat may be relocated to any other place in Belgium whilst complying with any and all applicable legislation that governs the use of languages. The Board of Directors will ensure that any such relocation be disclosed in the annexes to Moniteur Belge (Belgian Official Gazette).

Purpose and Activities

Article 3:

Ecopreneur.eu is a not-for-profit organisation with the purpose of working towards a new economic framework to promote sustainability, minimise environmental impact and implement ecological principles.

More specifically, Ecopreneur.eu is to:

- work towards improving environmental standards
- pursue economic lobbying activities with an influence on sustainable development
- advance the interests of green SMEs and green economy projects across Europe

The Association may organise meetings, conferences and events for the purpose of achieving the above objectives.

The Association may perform any and all acts that, directly or indirectly, contribute to achieving these objectives and pursuing the above activities. More specifically, for this purpose, it may purchase, sell, lease or let, and own movable and immovable assets, facilities and equipment of any kind.

Term

Article 4:

The Association is established for an indefinite period of time.

TITLE II. MEMBERS

Member Categories

Article 5:

The Association is open to Belgians and foreigners, including Belgian and foreign entities (legal persons) duly incorporated under the laws and customs of their respective countries.

The Association comprises the founding members UnternehmensGrün (Germany), Grüne Wirtschaft (Austria) and Entrepreneurs Vert (France).

Full members include the founding members that have signed this constitution as well as any other individuals or associations admitted to the Association in this capacity at a later point in time. Full members are automatically represented on the Board of Directors, enjoy the right to vote on the Board of Directors and at the General Meeting, and have access to any and all services provided by Ecopreneur.eu as well as to its committees, bodies and working groups.

Associate members include natural and legal persons admitted in this capacity that wish to support the Association or to participate in its activities. Associate members have an interest in the purpose and objectives of the Association and wish to support Ecopreneur.eu. They are not represented on the Board of Directors but have the right to vote at the General Meeting. They have access to the committees, bodies and working groups as well as to any and all services provided by Ecopreneur.eu.

Members exclusively enjoy the rights expressly conferred upon them by the provisions contained in these Statutes. Their commitment to the Association does not give rise to any personal liability.

Admission

Article 6:

All members of the Association must give approval to the admission of new members by unanimous vote. If the Association comprises ten or more members, any such approval shall require three quarters of existing members' votes in favour.

a) Any admission of new associations from countries that are already represented by an association shall not only require approval pursuant to the provision contained in the preceding paragraph but also express approval by all member organisations of the country the application is submitted from.

b) The express approval provided for under a) does not apply if the voting procedure is repeated after a period of two months and if all member associations have been invited to submit a written declaration regarding the new admission, and if the office has transmitted all received declarations to all member associations seven days prior to such repeat voting.

Members must be legal entities under the laws of their respective countries; they must have been duly established with the intent of long-term operation and must have been founded in compliance with the national legislation applicable in their country of registration.

Candidate members must submit a written application for admission to the Board of Directors.

Association membership automatically implies adherence to the provisions of these Statutes and to any rules of procedure.

Termination, Suspension, Exclusion

Article 7:

Membership ends, or is terminated, by:

- voluntary termination at the end of the year, giving six (6) months' notice, to be sent to the Board of Directors by registered mail. Any such termination shall take effect not before 31 December of the following year.
- death
- voluntary dissolution
- bankruptcy, insolvency, incapacity or interim administration
- exclusion by a resolution adopted by the General Meeting with a majority of two thirds (2/3) of the votes of members attending or represented by proxy; the respective member may defend itself at the General Meeting before any such resolution is adopted. Such exclusion takes immediate effect. The Board of Directors may suspend membership of the party concerned until the related decision is adopted by the General Meeting.

Any non-compliance with one or more provisions contained in these Statutes or internal rules of procedure, if any, such as failure to pay membership fees by specified due dates, may render the association membership null and void.

Members that have voluntarily terminated their membership or have been excluded, as well as their successors, do not have any right or title to the association's equity; they may not assert any claim for reimbursement of any kind.

Membership Dues

Article 8:

Full and associate members pay an annual membership fee to be billed by the Secretariat. The Board of Directors determines the amount of this fee as well as the related mode of payment.

Any member that has not paid its membership dues on time in the respective financial year shall pay a related penalty to be determined by the Board of Directors.

Furthermore, if such membership fee is still outstanding on 31 December of the year in which it was due, the member shall be sent a formal default notice by registered mail.

At any rate, members, their agents, representatives or contractors remain liable for the full amount of their membership dues, independent of any changes to the legal status of such members in the course of the financial year.

TITLE III. GENERAL MANAGEMENT BODY

Composition – Powers

Article 9:

The general management body (which is referred to as “General Meeting” in these Statutes) comprises all full members.

Associate members may attend the General Meeting in an advisory capacity if they so wish.

The following acts fall under the exclusive responsibility of the General Meeting:

- to decide upon changes or amendments to these Statutes
- to appoint and/or dismiss members of the Board of Directors
- if required, to retain, to determine the remuneration of, and to withdraw auditors
- to approve of the acts of members of the Board of Directors as well as of auditors, if any
- to approve budgets and annual accounts
- to decide upon the voluntary dissolution of the Association and to appoint one or more receivers
- to exclude members
- to merge the Association with another association, whereby such merger shall require a

- majority of four fifths of votes cast, and
- any other acts or responsibilities as provided for in these Statutes or prescribed by law.

General Meeting – Convening Notice – Representation

Article 10:

1. The Annual General Meeting is held once a year in June.
2. Any such General Meeting must be convened at least four weeks prior to its scheduled date if so requested by half of the members of the Board of Directors or by the Executive Director (CEO).
3. a) The General Meeting decides with simple majority of the votes of member organisations attending or represented by proxy. All members of the boards of directors of the member associations are entitled to participate in the General Meeting.

b) All members of the member associations are entitled to participate in the General Meeting. They enjoy the right to be heard and the right to present proposals but have no voting rights. They may be excluded from attending the General Meeting during certain items on the agenda. Any motions brought by members of member associations must be submitted to the office at least six weeks before the General Meeting. The member associations may agree beforehand to not discuss certain motions if these motions have not been recommended by at least one member association, the managing director or a member of the board of directors of the respective member association. The member in question must be informed immediately of the intent to not discuss this motion.

c) The managing director must submit the agenda to the member associations at least two weeks before the General Meeting. Further items may be added to the agenda only if a related decision is supported by two thirds of the member organisations attending the meeting or represented by proxy.
4. If more than one member of the board of directors of any member association attends the General Meeting, the vote of this member association may either be counted as a whole or split (for instance, two representatives each have one half of a vote, three representatives each have one third of a vote, etc.). The chosen voting mode must be documented in the minutes.
5. a) At the General Meeting, member associations may be represented by other member associations. Such representation by proxy may either apply to certain items on the agenda or be valid for the entirety of the General Meeting. The related power of attorney must be submitted in an appropriate form to the managing director or to the Board of Directors.

b) Any member associations may also be represented by one or several of its members or by its executive director, who is a member of its board of directors. The related power of attorney must be submitted to the chairperson of the General Meeting.

c) No person may represent more than one other member.

6. Upon a related consent to be given by the majority of its members, the General Meeting may also be held as a conference call or video conference.

7. Meetings take place at the registered address or in any other place specified in the convening notice. They are chaired by the chairperson of the Board of Directors or, alternatively, by its vice chairperson or, alternatively, by the most senior attending member of the Board of Directors.

The convening notice contains the detailed agenda and is sent by post, e-mail or fax at least four (4) weeks before the date of the meeting.

The convening notice must be sent to all members.

Any member may grant power of attorney to another member to be represented at a meeting determined by the General Meeting and to exercise their voting rights in their stead by a document that carries their signature, including a digital signature within the meaning of Article 1322 of the Belgian Code civil (civil code), and is submitted by post, e-mail or any other means of communication provided for in Article 2281 of the same code.

Voting Rights

Article 11:

All full members have equal voting rights at the General Meeting. Each of these members has one vote.

Resolutions

Article 12:

The General Meeting may not discuss items that are not included on the agenda unless all full members are in attendance or represented by proxy and vote unanimously in favour of doing so. Such unanimity is deemed to have been established if no related objection is mentioned in the minutes of the meeting.

a) Quorum requirement

Unless otherwise provided for in these Statutes, the General Meeting shall constitute a quorum for validly discussing matters and adopting resolutions irrespective of the number of members attending or represented by proxy.

b) Majorities

Unless otherwise provided for in these Statutes or prescribed by law, resolutions are adopted with the simple majority of votes of members attending or represented by proxy.

Any invalid votes and abstentions are not considered for the purpose of counting majority votes.

Members may unanimously adopt any decision within the powers of the General Meeting in writing. Any related procedures or formalities should be defined in internal rules of procedure.

c) Vote by post

Upon special authorisation by the Board of Directors to be indicated in the convening notice, any member with voting rights enjoys the right to cast its vote by post using the related form received together with the convening notice. For the purpose of establishing the quorum, only those voting forms will be considered that have been received by the Association at least eight (8) days before the date of the General Meeting.

However, the above-mentioned written procedure cannot be applied to Annual General Meetings or to any other decision adopted by the General Meeting that must be recorded in a notarised document.

Minutes

Article 13:

Minutes must be kept of any and all General Meetings and be signed by the members of the office and the members of the Association if they so wish.

With the exception of minutes to be recorded in a notarised document, such minutes and their appendices are kept on file at the registered address of the Association, either as original paper documents in a dedicated file or as secure electronic documents. Care must be taken to always provide conditions under which their long-term storage, legibility, integrity and true reproduction are ensured.

Any member may inspect such minutes at the registered address of the Association. The same applies to third parties as long as these submit a justification that the Board of Directors consents to.

Unless otherwise prescribed by law, and subject to at least one special power of attorney to be granted by the Board of Directors, any copies of or excerpts from such minutes to be disclosed to third parties or to be submitted to the courts or any other institutions must be signed by a member of the Board of Directors.

TITLE IV. MANAGEMENT

Management Body

Article 14:

The Association is managed by an administrative body (referred to in these Statutes as “Board of Directors”) that is composed of at least five (5) persons who may or may not be members of the Association. These may be natural persons or legal entities and must be appointed by the General Meeting, which may also dismiss them at any time.

Members of the Board of Directors are appointed for a term that ends immediately after the second General Meeting following the year of their appointment. Withdrawing members of the Board of Directors may be reappointed.

If a legal entity is appointed as a member of the Board of Directors, this entity shall be under the obligation to designate a representative (natural person) from amongst its members or directors who is to assume Board membership for and on behalf of this legal entity.

By virtue of their function, members of the Board of Directors do not incur any personal obligation or duty and are not in any way liable except within the scope of execution of their mandate.

From amongst its members, the Board of Directors elects a chairperson and, if applicable, a vice chairperson, a treasurer and a secretary.

Members of the Board of Directors exercise their mandate without remuneration unless otherwise decided upon by the General Meeting.

End of Mandate – Vacancy

Article 15:

Membership of the Board of Directors ends by:

- voluntary resignation, giving thirty (30) days' notice, to be submitted in writing to the Board of Directors
- expiration of the term
- death
- voluntary dissolution
- bankruptcy, insolvency, incapacity or interim administration
- dismissal by a resolution adopted by the General Meeting with a majority of two thirds (2/3) of the votes of full members attending or represented by proxy.

If one or several positions on the Board of Directors become vacant, the remaining members may temporarily appoint a replacement member. Any member so appointed remains in office for the remainder of the term of the replaced member. The following General Meeting will then proceed with the official appointment of a new member.

Powers of the Board of Directors – Day-to-day Business

Article 16:

The Board of Directors has comprehensive powers to manage the Association within the scope of its purpose and objectives. Any and all matters that are not expressly within the remit of the General Meeting fall under the responsibility of the Board of Directors.

The Board of Directors appoints and dismisses, either in and of itself or through its agents or representatives, any and all employees and staff members of the Association and determines their roles and responsibilities, remuneration and other benefits.

At its own discretion, the Board of Directors may delegate day-to-day management or part of its powers to an executive secretary. The Board of Directors defines in writing the extent of such delegated powers, the way in which such powers shall be exercised and the term of the granted mandate.

Any deeds and documents related to the appointment of members of the Board of Directors as well as their termination and, if applicable, to persons entitled to represent the Association are stored and disclosed in compliance with the provisions of applicable legislation.

Meetings of the Board of Directors

Article 17:

The Board of Directors holds its meetings at least two (2) times a year upon convocation by the chairperson, or as often as deemed necessary, and at any time when at least two (2) Board members submit a related request.

The convening notice contains the agenda and is sent by post, e-mail or any other means of (tele) communication that gives rise to a written document at least eight (8) days before the meeting date.

Meetings are held at the registered address of the Association or in any other place specified in the convening notice.

They are chaired by the chairperson of the Board of Directors or, in the event of his/her absence, by the vice chairperson or, alternatively, by the most senior attending member of the Board of Directors.

The executive secretary participates in the meetings of the Board of Directors but has no right to vote.

Any prior convening notice shall be deemed unnecessary if all members of the Board of Directors are present or duly represented at the meeting, or if all of them have submitted a written waiver of the convening notice by post, fax or any other electronic means of communication.

Resolutions of the Board of Directors

Article 18:

The Board of Directors may adopt resolutions only if the majority of its members attend in person or are represented by proxy.

Any member of the Board of Directors may grant power of attorney to another member in order to be represented at a meeting determined by the Board of Directors and to exercise their voting rights in their stead by a document that carries their signature, including a digital signature within the meaning of Article 1322 of the Belgian Code civil (civil code), and is submitted by post, e-mail or any other means

of communication provided for in Article 2281 of the same code. However, no member of the Board of Directors may represent more than one other member.

Resolutions of the Board of Directors are adopted by a majority of two thirds of votes cast. In the event of a deadlock, the chairperson of the meeting shall have the tie-breaking vote.

Resolutions may also be adopted either by unanimous written consent or by post or e-mail without a physical meeting taking place, or by a conference call or videoconference.

In the first case (i.e. unanimous written consent), any draft resolution preceded by a detailed justification is deemed to become a resolution if, after simultaneous submission to all members of the Board of Directors, they approve it unconditionally and unanimously in writing.

Any voting by post or by e-mail without a physical meeting taking place is deemed authorised under the conditions that each member of the Board of Directors (i) was previously informed of the resolutions to be adopted and invited to vote upon them and (ii) has accepted to revert to the written or electronic voting procedure. The related minutes must contain a reference to this acceptance. Resolutions are adopted in compliance with the conditions of deliberation provided for in this article. Minutes must be signed by as many members of the Board of Directors as would have been required to adopt the resolution at a regular meeting of the Board of Directors. Members may either (i) print out and send a copy of the minutes with their original signature or (ii) send an e-mail with the minutes with their digital signature, in each case to be addressed to the chairperson.

Resolutions may be adopted by conference call or videoconference under the conditions that (i) each member of the Board of Directors was previously informed of the resolutions to be adopted and invited to vote upon them, (ii) none of the members of the Board of Directors objects to the conference call and (iii) the resolutions are immediately documented in related minutes, to be sent to each member of the Board of Directors for being signed on the same day.

Minutes

Article 19:

Resolutions adopted by the Board of Directors are documented in minutes signed by the chairperson of the meeting and the executive secretary, as well as by the members of the Board of Directors if they so wish.

Minutes and their appendices are kept on file by the secretary at the registered address of the Association, either in their original form in a dedicated file or as secure electronic documents. Care must be taken to always provide conditions under which their long-term storage, legibility, integrity and true reproduction are ensured.

Each member and member of the Board of Directors of the Association may inspect such minutes at the registered address of the Association and may obtain copies therefrom. Any copies or excerpts to

be submitted to the courts or any other institutions must be signed by the chairperson or, in his/her absence, by two members of the Board of Directors.

Internal Rules of Procedure

Article 20:

If required, the Board of Directors shall compile internal rules of procedure to complement the provisions of these Statutes and to define the practicalities of the Association's operation in more detail. Any changes or amendments to these rules of procedure are in the sole responsibility of the Board of Directors. Each year, the Board of Directors shall review the rules of procedure in their most recent version and implement any adjustments or modifications that are deemed useful or necessary.

Representation

Article 21:

Notwithstanding the general power of representation of the Board of Directors in its entirety, the Association shall be duly represented vis-à-vis third parties, including public officials (such as the registrar of mortgages):

- solely by the chairperson of the Board of Directors or
- jointly by two vice chairpersons or
- within the scope of day-to-day business, by the executive secretary.

The above persons do not have to deliver proof of any related prior decision adopted by the Board of Directors.

Any legal proceedings, either in a defendant's or in a plaintiff's capacity, shall be pursued by the Board of Directors, represented by its chairperson or by any other member of the Board of Directors specifically entrusted with these responsibilities by the chairperson.

TITLE V. FINANCIAL YEAR – ANNUAL ACCOUNTS – BUDGET – AUDITS

Financial Year – Annual Accounts

Article 22:

The financial year begins on 1 January and ends on 31 December of each calendar year.

Each year, the Board of Directors prepares the annual accounts for the year ended in compliance with applicable laws and standards, as well as the budget for the following financial year. These documents are submitted to the next General Meeting for approval.

The approved annual accounts are then handed back to the Board of Directors to ensure that they are kept on the Association's file at the registry office of the commercial court.

The accounting is carried out in compliance with applicable legislation and accounting standards.

Audits – Auditors

Article 23:

Insofar as the Association is legally bound to do so, the audit of its financial position, annual accounts and compliance with applicable legislation and these Statutes must be stated in the annual accounts. This responsibility must be delegated to one or several auditors appointed by the General Meeting from amongst the members of the Institut des Réviseurs d'Entreprises (Belgian Institute of Chartered Accountants).

TITLE VI. AMENDMENTS TO STATUTES – DISSOLUTION

Specific Conditions for Amendments to Statutes

Article 24:

These Statutes may be amended at any time by a resolution adopted by the General Meeting. The related convening notice must contain the agenda with the detailed proposed amendments and must be sent to all members at least one (1) month before the date of the meeting.

The General Meeting may discuss and decide upon any amendment to these Statutes only if at least two thirds (2/3) of full members are attending in person or represented by proxy. If this quorum is not established, a second meeting must be convened with the same agenda and under the same conditions as the first meeting. This second meeting may discuss and validly decide upon the above-mentioned amendments irrespective of the number of full members attending in person or represented by proxy. The second meeting must be held at least fifteen (15) days but not later than six (6) weeks after the first meeting.

Any amendment to these Statutes may be adopted only on the basis of a majority of two thirds (2/3) of votes cast of full members attending in person or represented by proxy.

However, any amendment in relation to the purpose(s) of the Association shall require a majority of four fifths (4/5) of votes cast of full members attending in person or represented by proxy in order to be validly adopted.

Any change or amendment to the purpose(s) and objective(s) of the Association and to the activities pursued to achieve these objectives shall require issuance of a Royal Decree for its approval. Any

changes or amendments to these Statutes that relate to the provisions stipulated in Article 48, 5° and 7° of the Act must be recorded in a notarised document.

Dissolution – Liquidation – Appropriation of Assets

Article 25:

Notwithstanding the provisions stipulated in Articles 55 and 56 of the Act, the Association may be dissolved at any time by a resolution adopted by the General Meeting with a majority of four fifths (4/5) of votes cast.

Upon dissolution of the Association on whatever grounds, liquidation proceedings are initiated by one or several receivers who exercise their powers either by virtue of a resolution of the General Meeting or, alternatively, on the basis of a court decision that may be caused to be issued by any interested party.

In any case, for any voluntary or court-ordered dissolution of the Association at whatever point in time and on whatever grounds, the General Meeting or, alternatively, the receivers shall determine the appropriation of net assets remaining after liquidation. These assets must be appropriated to a not-for-profit cause that comes as close as possible to the purpose of the Association as provided for in Article 3.

TITLE VII. GENERAL PROVISIONS

Legal Basis

Article 26:

Any relationship or responsibility not expressly provided for in these Statutes or in the internal rules of procedure, if any, shall be governed by the Act. Consequently, the provisions contained in this Act from which there shall be no lawful derogation are deemed to be incorporated in these Statutes, and any provisions of these Statutes that are, or would be, in conflict with this Act shall be considered to be null and void.

Language

Article 27:

The Association's working language is English.

These Statutes have been drafted and adopted in the French language. A translation into English is available. The French version shall prevail in the event of any doubt, deviation or conflicting construction of the two versions.



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Any acts and documents of the Association that are required by applicable laws and regulations must be written in the language of the region in which the Association has its seat, including but not limited to – as far as prescribed by such laws and regulations – minutes of General Meetings and of meetings of the Board of Directors, with or without involvement of a notary, as well as any documents that the Association is legally required to disclose to third parties or to submit to the registry office of the commercial court. In each case, acts and documents must at least be written in the French language.