



Legal Statutes

Name: REScoop.eu

Legal form: Non-Profit Organization (vereniging zonder winstoogmerk)

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 Frisolin 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.

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 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.

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.

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 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.

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.

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 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 form 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.

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.

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 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.

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 FrisoIn 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

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

Done in quadruplicate copies in Brussels 26 August thousand and three.