



Liquid Gas Europe aisbl

The European LPG Association

STATUTES

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Registered with the Crossroads bank for enterprises under the N° 0879.660.039 (Register of Legal Entities of Brussels)

Article 1: FORMATION – NAME – DURATION

The Association was established as an international non-profit association governed by the provisions of book 10 of the Code of Companies and Associations. The name of the Association is "Liquid Gas Europe", abbreviated "LGE", and previously known under the name "ASSOCIATION EUROPEENNE DES GAZ DE PETROLE LIQUEFIES /EUROPEAN LIQUEFIED PETROLEUM GAS ASSOCIATION» (or under the abbreviation "AEGPL").

Its duration is unlimited.

The registered office of the Association is located in the Brussels Capital Region.

The Board of Directors may decide on the transfer of the registered office to any other place in the Brussels Capital Region. For any transfer of the registered office to a location outside the Brussels Capital Region, a decision of the General Assembly shall be required.

The Board of Directors may establish administrative or branch offices in Belgium and abroad.

Article 2: Object, goal and activities

i) The object and goal of the Association is to:

- Be the representative voice of the liquid gas industry in Europe in non-commercial domains;
- Communicate with EU authorities and other institutional bodies, organizations and associations present in Europe (this term being used in its widest sense for the purposes of the present document), in order to create an environment conducive to greater use of liquid gases, in particular, through the adoption of legislation on energy, the environment, human health, safety, transport, taxation, energy efficiency, and standardization;
- Support the general interests of all its members and promote the reputation of the industry in the eyes of European policymakers and opinion leaders;
- Undertake all non-commercial activities corresponding to the mission outlined above.



ii) To achieve its missions, the Association is empowered to undertake, among others, the following activities:

- Join or cooperate with a body or institution of the European Union and/or the United Nations Economic Commission for Europe as well as any other body or institution, specialized or not, public or not, having a direct or indirect influence on the legislative environment impacting liquid gas in Europe;
- Participate in and/or organize any type of non-commercial meeting on behalf of its members or third parties;
- Prepare, write, distribute and communicate information, statements, proposals, and positions;
- Participate in meetings with experts and authorities with a view to communicating and advocating the position of the industry;
- Coordinate studies and enquiries and participate in research and development programs;
- Establish a tri-annual strategic plan, an annual action plan, and an annual budget on the basis of the objectives to be attained;
- Co-ordinate its general objectives with the World LP Gas Association.

The Association may develop activities in Belgium and abroad which directly or indirectly contribute to the realization of the object of the Association. Such activities may within the limits provided by applicable law include commercial activities insofar the profits deriving from such activities are used to achieve the object of the Association.

Article 3: MEMBERS: ADMISSION – RESIGNATION – EXPULSION

(i) The membership consists of:

1/ "CORPORATE MEMBERSHIP"

There are four sub-categories within the corporate membership, namely:

- 1.1 European Leaders' membership which is open to companies active in the production or distribution of liquid gas with an annual turn-over higher than €1bn; Companies active in manufacturing, transportation, storage, service providers and other parts of the liquid gas value chain can apply for membership to this sub-category;
- 1.2 European Influencers' membership which is open to companies active in the production or distribution of liquid gas with an annual turn-over between €500million-€1bn; Companies active in manufacturing, transportation, storage, service providers and other parts of the liquid gas value chain can apply for membership to this sub-category;
- 1.3 European Players' membership which is open to companies active in the production or distribution of liquid gas with an annual turn-over between €100mio-€500mio as well as to companies active in manufacturing, transportation, storage, service providers and other parts of the liquid gas value chain who have an annual turn-over higher than €100million; and
- 1.4 European Supporters' membership which is open to companies active in the production or distribution of liquid gas as well as to companies active in manufacturing, transportation, storage, service providers and other parts of the liquid gas value chain who have an annual turn-over lower



than €100million. This category has two sub-categories, namely: (i) Active Supporter and (ii) Observer.

The Board of Directors will determine the rules regarding the allocation of members to the different membership categories, on the reporting of the members' annual turn-over and on the calculation of the membership fees in the Internal Rules.

A company may request the Board of Directors to join a higher membership sub-category, even if it does not meet the turn-over threshold mentioned for such sub-category. Downgrading of membership however is not allowed.

European Leaders each have the following rights and benefits:

- two votes at the General Assembly;
- the right to representation in the Board of Directors;
- the possibility to be represented in the Management Committee subject to decision of the Board;
- access to all Working Group meetings and Taskforces;
- access to meetings organized by the association with external EU stakeholders;
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress;
- Any other rights or benefits allocated by the Internal Rules.

European Influencers each have the following rights and benefits:

- two votes at the General Assembly;
- the right to representation in the Board of Directors;
- the possibility to be represented in the Management Committee subject to decision of the Board;
- access to all Working Group meetings and Taskforces;
- access to meetings organized by the association with external EU stakeholders
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress;
- Any other rights or benefits allocated by the Internal Rules.

European Players each have the following rights and benefits:

- one vote at the General Assembly;
- the possibility to nominate a representation in the Board of Directors for the joint one European Player vote;
- access to all Working Group meetings and Taskforces;
- access to meetings organized by the association with external EU stakeholders
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress;
- Any other rights or benefits allocated by the Internal Rules.



European Supporters. There are two sub-categories for the European supporter membership category, namely: Active European Supporter and Observer with following rights and benefits:

Active European Supporter

- one joint (for the entire group) seat in the Board elected from among the candidates presented by this membership category;
- one joint vote (for the entire group) in the General Assembly;
- access to all Working Group meetings and Taskforces;
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress;
- Any other rights or benefits allocated by the Internal Rules.

European Supporter - Observer

- access to one Working Group or Taskforce;
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress;
- Any other rights or benefits allocated by the Internal Rules.

2/ "ASSOCIATION MEMBERSHIP"

There are three sub-categories within the association membership, namely:

2.1 European Associations' membership which is open to national associations based in an EU member state and to national associations based in European countries outside of the EU who have members who are engaged in the distribution or production of liquid gas, either nationally or regionally;

2.2 Non-European National & Regional Associations' membership which is open to associations based outside of Europe with ongoing activities in the field of liquid gas; and

2.3 Global Associations' membership which is open to global associations with ongoing activities in the field of liquid gas.

European Associations each have the following rights and benefits:

- two votes at the General Assembly for national associations based in an EU member state and one vote at the General Assembly for national associations based in countries outside of the EU but within Europe;
- eligible to apply for a seat in the Board of Directors;
- eligible to apply for a position in the Management Committee if appointed in the Board of Directors;
- access to all Working Group meetings and Taskforces;
- access to meetings organized by the association with external EU stakeholders;
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress;



- Any other rights or benefits allocated by the Internal Rules.

Non-European National & Regional Associations and **Global Associations** each have the following rights and benefits:

- access to one Working Group;
- free of charge access to the association's reports;
- a discount to the Liquid Gas Congress ;
- Any other rights or benefits allocated by the Internal Rules.

Non-European National & Regional Associations and Global Associations do not have voting right at the General Assembly and may attend the General Assembly as an observer. They have no right of representation in the Board of Directors.

(ii) Both Corporate Members and Associate Members are hereinafter referred to as "MEMBERS" (or member(s)). All applications for admission as MEMBER must be approved by the Board of Directors.

Requests for admission must be addressed to the President of the Association in writing and contain an undertaking to abide by these Statutes, by the existing and future Internal Rules of the Association and by the decisions taken by the General Assembly and/or by the Board of Directors.

(iii) Membership may be terminated by:

- the MEMBER, by sending a letter of resignation addressed to the General Manager of the Association subject to the provisions of article 3 (iv) below.
- a decision of the General Assembly expelling a "MEMBER", in case of failure to pay the membership fee, in case the member violates a provision of these Statutes, of the internal rules or does not respect a decision adopted by the General Assembly or the Board of Directors or harms in any other way the goals, activities or reputation of the Association or of the sector it represents.

(iv) Any member resigning or being expelled remains liable for the membership fee due for the year in which the resignation or expulsion took place as well as for any unpaid membership fees outstanding with respect to past years. The entire annual membership fee is due when resignation occurs in the course of the year. Any member resigning from the Association has to send a letter of notification to the General Manager at least six (6) months prior the end of the year, i.e. at the latest on June 30. After this date, the full membership fee will also be due for the following year. No resigning or excluded member, nor any successor thereof, shall have any right on the assets of the Association.

(v) Each member shall pay to the Association an annual membership fee, determined for each category of membership of the Association from time to time by the Board of Directors, on such date as the Board may determine. The amount of the annual membership fee can , be subject to indexation on the basis of the consumer price index, published in Belgium, which is to be decided by the General Assembly on an annual basis.

The financial year of the Association shall be the calendar year and the payment of membership fees shall become due on the first January of each year. Membership fees that arise after the beginning of the financial year shall be reduced pro-rata on a monthly basis dependant on the starting date of being



accepted as a member. Membership fees will not be paid back, nor in whole, nor on a pro-rata basis, in case a member ceases to be a member of the Association.

(vi) The Association insists on the strict compliance by all of its members with the laws and regulations governing competition and anti-trust. Members are not allowed to discuss or disclose any information concerning competitively sensitive issues such as individual prices, rates, costs, discounts or other financial or commercial terms and conditions of any actual or proposed product or service offering, sales or marketing strategies, the allocation of customers or territories or in general any commercial or strategic sensitive information. All members shall avoid even the appearance of such discussions or exchanges of information. Members at all times remain personally responsible for the compliance of their acts and of their representatives with applicable competition and anti-trust laws during any activities or meetings of the Association.

Article 4: ORGANISATIONAL STRUCTURE

The organisation of the Association comprises: the General Assembly, the Board of Directors (or simply referred to as the “Board”), the President, the past President, the Vice-President, the Management Committee, the General Manager and the Treasurer.

Permanent or temporary coordination groups and working groups can also be created by the Board of Directors, which will determine the objectives, composition, powers and method of working of said groups.

Article 5: THE GENERAL ASSEMBLY

i) The General Assembly Meeting comprises of all Members. The voting rights of the Members are as indicated in article 3 above.

The President, or in his absence the Vice-President, presides the General Assembly.

ii) Each Association member shall have not more than two persons attending meetings of the General Assembly on its behalf.

Corporate Members shall have maximum two persons attending meetings of the General Assembly on its behalf.

iii) Representation by proxy at a General Assembly is authorised under the following conditions:

a) The proxy must be given to an individual person representing a company belonging to an Association Member or to a company which itself is a Corporate Member of the Association.

b) The proxy must be signed by an authorized officer of the member granting the proxy.

d) The proxy document must reach the General Manager of the Association at least one hour before the time set for the start of the General Assembly. The proxy document must contain the full text of the Agenda and may not be used for a vote on any matter under the heading of “Any other business”.

iv) Every two years, the General Assembly shall elect amongst its “MEMBERS” qualifying as European Leader, European Influencer or European Association, a President and a Vice-President each belonging to a different member category; Corporate or Association. The mandate of the President and Vice-President are renewable once for a two-year period, except as indicated in article 9.



The General Assembly shall also elect from among its "MEMBERS" qualifying as European Leader, European Influencer or European Association, a Treasurer belonging to a country or a Distributor company other than that of either the President or the Vice-President, and shall fix the duration of his/her term of office.

v) The General Assembly has all powers explicitly conferred to it by law or the underlying Statutes. The powers of the General Assembly include the right:

- (a) To determine the overall strategy;
- (b) To modify the Statutes;
- (c) To appoint and dismiss the directors;
- (d) To approve the annual accounts, the activity report and the working budget;
- (e) To dissolve the Association;
- (f) To expel a member;
- (g) To appoint and dismiss a statutory auditor and fix his/her remuneration;
- (h) To decide to start legal proceedings against any director of the Association;
- (i) To grant discharge to the directors and the statutory auditor if appointed.

The implementation of the decisions of the General Assembly is carried out by the Board of Directors, the Management Committee and the General Manager.

vi) An annual meeting of the General Assembly shall be held in each calendar year no later than six months since the closing of the past financial year, in addition to any other special or extraordinary meeting to be called upon the initiative of the Board of Directors, the President, the statutory auditor or upon the request of at least one fifth of the members. In case one fifth of the members exercise their right to call a meeting of the General Assembly, such meeting shall be convened whereby the convocation notice shall be sent within a period not exceeding twenty-one days following the members' request and the meeting shall be held within a period not exceeding forty days following the members' request.

The annual meeting of the General Assembly shall a.o.:

- approve the annual report of the activities and accounts of the Association for the preceding calendar year;
- approve the 3-year strategic plan or its actualization and the annual budget;

The notice period for convening a meeting is in principle fifteen days, but this period may be reduced with the agreement of all members who have voting right. The meeting of the General Assembly may be convened by letter, e-mail or any other means of communication. Convocations must be accompanied by an agenda.



Meetings of the General Assembly may be held in person, by telephone, videoconference or any other technical means allowing an actual deliberation (including via the use of web based meeting or online voting tools).

vii) All decisions regarding matters which do not qualify as “exceptional matters” as defined below under viii), require a quorum of at least 50% of all members with voting right being present in person or represented. If this quorum is not reached, a second meeting of the General Assembly, with the same agenda, shall be convened within the space of not less than six and not more than ten weeks following the first meeting. This second meeting of the General Assembly shall be deemed to be properly constituted if at least one-third of all members with voting rights are present in person or represented. All decisions regarding matters which do not qualify as “exceptional matters” as defined below under viii) shall be adopted by a simple majority of the votes cast at the meeting. In case the votes are tied, the President shall have a casting vote. Invalid votes or abstentions will not be taken into consideration. In case of use of technical means such as video-conference or web based meeting tools, a member participating via such means shall be regarded as present in person for the calculation of the quorum.

viii) For exceptional matters (being the dissolution of the Association, any amendments to the Statutes, the approval of an extraordinary budget deviating from the ordinary budget, the expulsion of a member), the General Assembly requires a quorum of at least three-quarters of all members with voting rights being present in person or represented. If this quorum is not present, a second meeting of the General Assembly, with the same Agenda, shall be convened within the space of not less than six and not more than ten weeks from the first meeting. This second meeting of the General Assembly shall be properly constituted if at least two-thirds of all members with voting rights are present in person or represented. Decisions of the General Assembly on such exceptional matters shall be adopted by a majority of, at least, three-quarters of the votes cast at the meeting. Invalid votes or abstentions will not be taken into consideration. In case of use of technical means such as video-conference or web based meeting tools, a member participating via such means shall be regarded as present in person for the calculation of the quorum.

As concerns the expulsion of a member, the member in question will not be taken into account for the calculation of the quorum and will not having the right to vote.

ix) After each meeting, minutes shall be drawn up by the General Manager or another person designated by the President and sent to every member, who must submit any comments he may have within fourteen days from the date of dispatch, in absence of which the text of the minutes will be final and deemed approved.

x) No member shall be entitled to vote at any meeting of the General Assembly unless all moneys payable by him to the Association on the date of the meeting have been paid in full.

Article 6: THE BOARD OF DIRECTORS

i) The Board of Directors shall be composed of:

- members of the Management Committee, ex officio, meaning that they are automatically a member of the Board as a result of their membership of the Management Committee.



- at least one director appointed by the General Assembly from among the members belonging to the 'European Association' membership category.
- at least one director appointed by the General Assembly from among the candidates presented by each corporate member who qualifies as a European Leader or as a European Influencer. European Players and European Supporters will have respectively one common seat per membership category, and one common vote per membership category in the Board of Directors.

Members of the Board are referred to as the Directors.

The directors may be either physical or legal persons. In the event a legal person is appointed as director, it shall appoint a physical person as the permanent representative charged with the performance of the mandate.

The CORPORATE Member belonging to the category of European Leader or European Influencer or European Player and the Association Member belonging to the category of European Association can apply for a position on the Board by presenting their candidate provided that they are not already represented in the Board of Directors by the President, the Vice-President, the past President, or the Treasurer. The procedure for members to appoint the candidates who will be presented to the General Assembly for the election of the directors may be laid down in internal rules which will be approved by the Board of Directors.

ii) Directors are elected for a period of three years by the General Assembly. Their mandates may be renewed. The mandate of director shall not be remunerated save for any decision of the General Assembly to the contrary. If directors are explicitly asked by the President or the General Manager to formally represent the association at a specific external event, costs made in this capacity by the directors in respect of the execution of their mandate may be reimbursed.

The General Assembly may dismiss a director ad nutum. If a Director resigns, he will be replaced by means of co-optation with the Board appointing his/her replacement upon proposal of the member with whom the resigning director was connected and this until the next meeting of the General Assembly which will decide on the appointment of the replacement director.

iii) The General Manager shall attend the meetings of the Board of Directors without any voting right. Other advisors or members of staff of the Association may also attend the meetings of the Board of Directors, if items on the agenda require their presence or upon invitation of the President.

iv) The Board shall meet at least twice annually or whenever convened by the President, who may do so either upon his/her own initiative or on the basis of a request submitted jointly by two directors. The President shall preside over the meetings of the Board. Meetings of the Board may be convened by letter, e-mail or any other means of communication.

v) Notices convening the Board must be accompanied by an agenda, shall be sent out at least eight (8) days before the meeting. Representation by proxy at meetings of the Board is authorised under the following conditions:

- a) The proxy must be given to a fellow director.
- b) The same person may not accept a proxy from more than one director.



c) The proxy must be signed by the director giving the proxy. It must contain the full text of the agenda and may not be used for a vote on any matter under the heading of "Any other business".

d) The proxy must reach the General Manager at least one hour before the time set for the start of the Board meeting.

vi) Meetings of the Board may be held in person, by telephone, videoconference or any other technical means allowing an actual deliberation (including via the use of web-based meeting tools). The Board may also adopt written resolutions provided that a prior deliberation among the directors took place and that all directors sign such resolutions.

The Board shall be properly constituted if at least the majority of the directors are present in person or represented by proxy.

vii) For all questions submitted to it to vote upon, the Board shall decide by a simple majority of the votes cast by the directors present in person or represented by proxy.

viii) The Board shall be responsible for the day-to-day working of the Association and the execution of decisions taken by the General Assembly. In this context, it is vested with absolute power to undertake the necessary administration and management, and, in addition to the powers and authorities expressly conferred to the Board, it may exercise all powers and do all acts in furtherance of the objectives of the Association other than those which pursuant to the underlying statutes or the law require a resolution of the General Assembly. The Board may delegate the day-to-day management and specific management tasks to the Management Committee and/or to the General Manager and shall be responsible for the supervision over the Management Committee and the General Manager. The Board shall especially be responsible for the task of establishing the strategy, budget and the accounts of the Association, subject to the approval of the General Assembly. It shall also approve the admission of new members and it shall determine the category and sub-category of membership to which each member belongs according to the provisions of Article 3.

ix) The Board may delegate specific powers to the President, to one of its members, or to the General Manager. It may equally delegate special powers to other persons in the form of special tasks.

Article 7: THE GENERAL MANAGER

i) The Board shall nominate a General Manager who will be in charge of the daily functioning of the Secretariat of the Association as well as other missions delegated to him/her by the Board.

ii) The General Manager shall take part in an advisory role in all meetings of the Board and of the General Assembly and of the Management Committee and shall act as secretary for these meetings. He/she shall manage the affairs of the Association in conformity with these Statutes and in accordance with the directives of the Board. He/she shall report to the Board which shall define his/her powers. He/she can be dismissed by the Board.

iii) The salary of the General Manager is proposed and negotiated by the Management Committee.

iv) The General Manager may be:

a) an employee of the Association or,



b) an independent contractor of the Association with a 3-year renewable contract.

Article 8: THE PRESIDENT

i) The President of the Association shall be appointed by the General Assembly. He/she shall preside the meeting of the Board and of the General Assembly and of the Management Committee.

ii) He/she shall represent the Association towards third parties and all national and international bodies, with the right to subdelegate these powers of representation to the General Manager.

iii) He/she shall represent the Association in legal proceedings both for and against the Association, unless a special delegation is made by the Board in this regard.

Article 9: THE VICE-PRESIDENT

The Vice-President of the Association shall be appointed by the General Assembly. If for any reason the President cannot fulfil his/her duties, the Vice-President will assume his/her duties for the period of incapacity/unavailability. If for any reason the President ceases in his/her function, the Vice-President will assume the position of President for the remaining period of the mandate. In the latter case, his/her mandate may be renewed by the General Assembly.

The Vice-President will be kept informed by the President of all important matters concerning the future of the Association.

Article 10: THE MANAGEMENT COMMITTEE

The Management Committee is composed of 3 to 6 members including at least the President, the Vice President, the Treasurer and when possible the past President of the Association. It coordinates the actions approved by the Board of Directors and which are to be implemented by the General Manager. It prepares the 3-year strategic plan and associated budgets and submits them for approval to the Board of Directors.

Article 11: THE COORDINATION GROUPS AND WORKING GROUPS

i) For certain questions and the study of particular problems, the Board may decide to create coordination groups, task forces and/or working groups, whose aims and terms of reference it will determine or approve. The members of the coordination groups, task forces and the working groups are chosen for their expertise. The groups have an advisory role.

ii) The coordination groups, task forces or working groups may be temporary or permanent and can be cancelled by the Board.

iii) The Chairman and/or the coordinator of each coordination group, task force or working group shall be appointed by the General Manager. He shall convene the coordination group, task force or working group whenever necessary. Notice of convening the coordination groups, task forces or working groups shall be sent out at least eight (8) days before the date of the meeting. A shorter notice period may be agreed by the members of the group.

iv) The General Manager supervises the activity of the coordination group, task force and working groups, and designates their members (internal or external to the Association) on the basis of their



individual added value as regards the specific domain in question and in line with the provisions of article 3.

v) The results of the work of the coordination groups, task forces and working groups are to be presented to the General Manager and subsequently to the Board.

vi) The President, Vice-President and General Manager of the Association have the right to be present at meetings of coordination groups, task forces and working groups whenever they so desire.

Article 12: REPRESENTATION

Any deed, piece or legal act made by the Association, shall be signed by the President, or by two directors acting jointly, who do not have to provide any justification towards third parties of a prior decision of the Board. The General Manager shall have the power to sign alone all acts related to the daily management of the Association. In addition, special proxy holders may represent the Association within the limits of their special proxy.

Article 13: LANGUAGES

i) For the statutes, the Association shall use English, Dutch or French, the English version being the reference in case of a divergence in interpretation.

ii) The working language of the Association is English. All meetings of the General Assembly and the Board shall be conducted in the English language.

iii) All communications and notices, including draft documents, addressed to the members of the Association shall be in the English language.

Article 14: THE RESOURCES OF THE ASSOCIATION

i) The funds of the Association shall be provided mainly from annual membership fees paid by the members, and determined each year by the Board.

ii) Each year, before the date of the annual General Assembly, the Board shall meet to agree on a draft budget for the following year, to be submitted for the approval of the annual General Assembly.

iii) The membership fee calculation is defined in the Internal rules of the Association as established by the Board.

iv) The Association has the right to undertake non-commercial and commercial activities with its members or third parties, with associated revenues being used to bolster the Association 's resources to be used to achieve the object of the Association.

Article 15: DISSOLUTION

The General Assembly alone may decide on the dissolution of the Association. It shall then appoint one or more liquidators who shall be responsible for the liquidation of any assets and the closing of the accounts. Any assets and cash that remain once liquidation has been completed will be allocated to a similar non-profit association or a charitable body approved by the General Assembly.

Article 16: Internal Rules



The Board may draw up bye-laws, internal rules and general terms and conditions of the Association which, in order to have legal effect, may not contradict with the underlying statutes. They shall be binding for all members of the Association. In accordance with article 2:59 of the Code of Companies and Associations Internal Rules may not contain any provisions which (i) are contrary with the provisions of applicable law or with the underlying statutes or (ii) concern a matter which must be regulated by the statutes pursuant to the law. The Internal Rules and any modification thereof must be notified to the members by email, insofar the members have communicated an email address to the Association, or by letter or are communicated on the website of the Association. The statutes must include a reference to the most recent version of the Internal Rules. The Board of Directors is authorized to modify and publish such reference in the Articles of Incorporation. The most recent version of the Internal Rules is the version of 21 November 2019.

Article 17: FINAL PROVISIONS

Any matter which is not provided for in the Statutes will be governed by the provisions of the Code of Companies and Associations.

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