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**Liquid Gas Europe**  
The European LPG Association

# STATUTES

(version May 2018)

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## **Article 1: FORMATION – NAME – DURATION**

A non-profit-making international association governed by the provisions of Section III of the Belgian Act of June 27<sup>th</sup>, 1921, concerning non-profit-making Associations and international non-profit-making Foundations and Associations is hereby created. The name of the Association is “Liquid Gas Europe”, previously named "ASSOCIATION EUROPEENNE DES GAZ DE PETROLE LIQUEFIES /EUROPEAN LIQUEFIED PETROLEUM GAS ASSOCIATION» (AEGPL).

Its duration is unlimited.

The Association’s head office will be in Belgium at:  
Rue Belliard 15-17  
B – 1040 Brussels

## **Article 2: AIM**

- i) The Association is aiming to:
  - Be the representative voice of the LPG 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 LPG, 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 policy-makers 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 any organ or institution of the European Union and/or the United Nations Economic Commission for Europe as well as any other organ or institution, specialized or not, public or not, having a direct or indirect influence on the legislative environment impacting LPG 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;

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- 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 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

**Article 3: MEMBERS: ADMISSION – RESIGNATION – EXPULSION**

- i) The membership may consist of either:
  - “FULL MEMBERS”, each with voting rights, or
  - “AFFILIATE MEMBERS”, with collective voting rights.
- ii) FULL MEMBERS are: National Associations of LPG Distributors in their country, Pan-European and National LPG Distributors.

(a) For a National Association to be admitted as a “FULL MEMBER”, it must:

- represent a European country (EU or non-EU member states) or an EU contracting country
- be representative, in as much as it includes companies whose sales comprise a significant percentage of the market in the country,
- have members who are engaged in the distribution of LPG, either nationally or regionally

In those countries where distribution is carried out by a single company, that company may belong under the same terms as a national association.

Any company belonging to a national association which is itself a “FULL MEMBER” of the Association may make use of this fact in its external communication under conditions determined by the General Assembly.

If necessary the General Assembly can decide, upon proposal of the Steering Committee, to admit a second full member per country, provided that it represents a significant market share.

- (b) For a Pan-European or a National LPG Distributor to be admitted as a “FULL MEMBER”, it must:

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- operate in European countries (EU and non-EU member states) and/or EU contracting countries;
  - be present in a minimum of three relevant countries for a Pan-European Distributor;
  - represent a significant part of the market of one or two relevant countries for a National Distributor;
  - be a member of the relevant National Associations if these associations are already members of the Association;
  - have minimum annual LPG sales of 200,000 tonnes in these countries for a Pan-European Distributor, and of 100,000 tonnes for a National Distributor
- iii) Associations, companies, corporations, scientific or technical bodies with extensive interests in the LPG industry through their activities principally in (but not restricted to) the fields of exploration, production, transportation, distribution, storage, equipment, application, utilisation, safety, finance or insurance, and whose activities do not make them eligible under the above category as “FULL MEMBER”, may be admitted to the Association as “AFFILIATE MEMBERS”.

For a company to be admitted as an “AFFILIATE MEMBER”, it must have:

- an activity dedicated to LPG
- an European activity

It must not be eligible as “FULL MEMBER”.

Associations which are representative of the LPG Industry in countries in Europe where the structure of the LPG Industry is not sufficiently established to consider Full Membership may be admitted to the Association as “AFFILIATE MEMBERS”. The period of such Membership will not be longer than three years, after which it will be reviewed for a further period of no longer than three years.

No application for Affiliate Membership will be accepted from Full Members who have resigned from the Association.

- iv) All applications for admission as “FULL MEMBER” must be approved by the General Assembly.
- v) All applications for admission as “AFFILIATE MEMBER” must be approved by the Steering Committee or by the President.
- vi) 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 the Steering Committee.
- vii) Membership may be renounced or forfeited by:
- a “FULL MEMBER” or an “AFFILIATE MEMBER”, in a letter of resignation addressed to the General Manager.

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- a “FULL MEMBER” or an “AFFILIATE MEMBER”, which the General Assembly has decided to expel because of failure to pay subscription fees or other serious reasons.
- viii) Unless the General Assembly decides otherwise, any member resigning or being expelled remains liable for subscriptions due in past and current years. The entire annual subscription 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 six (6) months prior the end of the year, i.e. at the latest on June 30. After this date, full membership fee is due for the following year.
- ix) In accordance with European and national competition law, it is agreed and understood that each member commits itself to avoiding directly or indirectly raising any commercial issue on the occasion of any meeting organised by the Association, which itself is absolved of any responsibility towards its members and any third parties as regards this point.

#### **Article 4: STRUCTURE**

The organisation of the Association comprises: the General Assembly, the President, the previous President, the Vice-President, the Steering Committee, the Management team the General Manager and the Treasurer.

Permanent or temporary coordination groups and working groups can also be created by the Steering Committee, which will determine the objectives of said groups. Group members will be designated under the terms of Article 11, iii et iv here-under.

#### **Article 5: THE GENERAL ASSEMBLY**

- i) The General Assembly of the Association shall be composed of:
- a) the “National Delegations” of the National Associations of the various countries represented in the capacity of “FULL MEMBERS”, but limited to one such delegation for each country irrespective of the number of national Associations in that country, and
  - b) the “Distributors’ Delegation” of the Pan-European and/or National distributors in their capacity as “FULL MEMBERS”, and
  - c) the “Affiliates’ Delegation” of the “AFFILIATE MEMBERS” acting collectively.
- ii) Each National Delegation shall consist of not more than four persons. They shall together have three votes for those having annual LPG sales of more than one million tonnes, two votes for those having annual LPG sales of more than two hundred thousand tonnes but less than one million tonnes, or one vote for those having annual LPG sales of less than two hundred thousand tonnes. Non-EU National Associations have one vote each.

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The Distributors' Delegation shall consist of a maximum of two persons per Company member. Pan-European Distributors operating in a minimum of three European countries or EU contracting countries shall have two votes. National Distributors operating in one or two European countries or one or two EU contracting countries shall have one vote.

In the event that are six Affiliate Member or fewer, the Affiliates' Delegation shall consist of not more than two persons and shall have only one vote. In the event that there are between seven and fifteen Affiliate Members, the Affiliates' Delegation shall consist of not more than four persons and shall together have two votes. In the event that there are more than fifteen Affiliate Members, the Affiliates' Delegation shall consist of not more than six persons and shall together have only three votes.

- iii) Representation by proxy at a General Assembly is authorised under the following conditions:
- a) The proxy must be an individual from a company belonging to a National Association or to a Distributor, which is a "MEMBER" of the Association.
  - b) The same person may not accept a proxy from more than one Delegation.
  - c) The proxy must be signed by an officer of the association which is the donor. If the delegation of that country comprises more than one association, the proxy must be signed by an officer of each such association.
  - d) A proxy given by the "Affiliates' Delegation" must be signed by at least two members of that Delegation.
  - e) The proxy document must reach the General Manager 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 "FULL MEMBERS" a President and a Vice-President belonging to different Delegations. 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 "FULL MEMBERS" 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 term of office.

- v) The General Assembly makes decisions regarding the admission and/or expulsion of members, as stipulated in article 3, determines the strategic orientations of the Association, adopts the budget, and approves the accounts. The implementation of these decisions is carried out by the Steering Committee and the General Manager under the terms laid out below.

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vi) The General Assembly shall meet regularly twice a year, with the first meeting to be held no later than June 30<sup>th</sup> and the second to be held no later than November 30<sup>th</sup> of each year, in order to:

- 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

It shall also meet whenever the President thinks fit or if one quarter of all Delegations so request. The notice period for convening a meeting is in principle four weeks, but this period may be reduced with the agreement of all members. 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, which must not any unspecified items such as "any other business".

vii) For routine matters such as election of President, Vice-President and Treasurer, election of the members of the Steering Committee, admission of members, legislation and standardisation, the General Assembly shall be deemed to be properly constituted if at least 50% of all Delegations with voting rights are present in person or by proxy. If this quorum is not present, a second 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 Assembly. This second General Assembly shall be deemed to be properly constituted if at least one-third of all Delegations with voting rights are present in person or by proxy. Decisions on routine matters shall be by a simple majority of the votes of Delegations present in person or by proxy. In case of draw, the President shall have a casting vote.

viii) For exceptional matters such as: annual budget of the Association, dissolution of the Association, amendments to its Statutes, vote on an extraordinary budget, approval of the Association internal rules related to subscription calculation, as well as the application of Article 3 (ix) et (x) covering the expulsion of a member, the General Assembly shall not be properly constituted unless three-quarters of all Delegations with voting rights are present in person or by proxy. If this quorum is not present, a second 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 Assembly. This second General Assembly shall be properly constituted if at least two-thirds of all Delegations with voting rights are present in person or by proxy. Decisions of the General Assembly on such special matters shall be by, at least, three-quarters of the votes of delegations present in person or by proxy.

For matters regarding the application of Article 3 (ix) and (x), the Member in question will be excluded from the quorum and will not having voting rights. Decisions taken on exceptional matters must be taken by  $\frac{3}{4}$  majority of those members present in person or by proxy

ix) After each meeting, minutes shall be drawn up and sent to every member of each delegation, who must submit any comments he may have within six weeks from the date of dispatch.



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## **Article 6: THE STEERING COMMITTEE**

- i) The Steering Committee shall be composed of:
  - the Management Committee, as indicated in article 10 below.
  - up to five individuals, hailing from the various countries represented in their capacity as “FULL MEMBERS” acting as representatives of the National Associations Delegation elected for a period of three years, and having submitted their application for the position and obtained the biggest number of votes.
  - up to six individuals acting as representatives of the Distributors Delegation elected for a period of three years, and hailing from among the various Pan-European and National Distributors in the capacity of “FULL MEMBERS” who have submitted their application for the position and have obtained the biggest number of votes.

Each Distributor or National Association can submit one candidature provided they are not already represented in the Steering Committee by the President, the Vice-President, the past President, or the Treasurer.
- ii) Members of the Steering Committee representing National Associations and Distributors Delegation are elected for a period of three years by the General Assembly Appointments of the Steering Committee members may be renewed. The General Assembly may dismiss a Member of the Steering Committee at any time for clear and serious reasons. In the event of a Member of the Steering Committee has to resign, he will be replaced by co-optation until the next general Assembly takes place. The rest of the Members shall appoint the successor upon a proposal made by the National Association or the Distributor whose representative has resigned.
- iii) The General Manager shall attend the meetings of the Steering Committee without any voting right. Other members of the Association permanent staff may also attend the meetings, if items on the agenda require their presence.
- iv) The Steering Committee shall meet at least twice annually or whenever convened by the President, who may do so either of his own initiative or on the basis of a request submitted jointly by two members of the Steering Committee. The President shall preside over the Steering Committee. The meeting of the Steering Committee may be convened by letter, e-mail or any other means of communication
- v) Notices convening the Steering Committee, which must be accompanied by an agenda (which must not any unspecified items such as "any other business"), shall be sent out at least 15 days before the meeting. Representation by proxy at meetings of the Steering Committee is authorised under the following conditions:
  - a) The proxy must be an individual from a national association, company, group or member organisation of the the Association.

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- b) The same person may not accept a proxy from more than one Member of the Steering.
  - c) The proxy must be signed by the member of the Steering Committee 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 Steering Committee meeting.
  - vi) The Steering Committee shall be properly constituted if at least eight members with voting rights are present in person or by proxy.
  - vii) For all questions submitted to it for vote, the Steering Committee shall decide by a simple majority of the voting members present in person or by proxy.
  - viii) The Steering Committee 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. The Steering Committee shall especially be responsible for the task of establishing 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 according to the provisions of Article 3.
  - ix) The Steering Committee may delegate all or part of its 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 Steering Committee, 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 by the Steering Committee.
- ii) The General Manager shall take part in advisory capacity in all meetings of the Steering Committee and the General Assembly and shall act as secretary for these meetings. He shall manage the affairs of the Association in conformity with these Articles and following the directives of the Steering Committee. He is responsible before the Steering Committee which shall define his powers. He can be dismissed by the Steering Committee.
- iii) The General Manager could be:
  - a) an employee of the Association or,
  - b) seconded by a “FULL MEMBER” or,
  - c) a contractor of the Association with a 3-year renewable contract.

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**Article 8: THE PRESIDENT**

- i) The President of the Association shall by right be the Chairman of the Steering Committee.
- ii) He shall represent the Association in relations with third parties and all national and international bodies, although these powers can be delegated to the General Manager.
- iii) He shall represent the Association in legal proceedings both for and against the Association, unless special delegation otherwise is made by the Steering Committee in this regard.

**Article 9: THE VICE-PRESIDENT**

If for any reason the President cannot fulfil his duties, the Vice-President will assume his duties for the period of incapacity. If for any reason the President ceases in his function, the Vice-President will assume Presidency, in this case, his 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 5 members represented at least by the President, the Vice President, the Treasurer and when possible by the Past President. It coordinates the actions approved by the Steering Committee and implemented by the General Manager. It prepares the 3-year strategic plan and associated budgets for approval by the Steering Committee.

**Article 11: THE COORDINATION GROUPS AND WORKING GROUPS**

- i) For certain questions and the study of particular problems, the Steering Committee may decide to create coordination groups and/or working groups, whose aims and terms of reference it will fix or approve. The coordination groups and the working groups have an expertise and a consultative role.
- ii) The coordination groups or working groups may be temporary or permanent and can be cancelled by the Steering Committee.
- iii) The Chairman and/or the coordinator of each coordination group or working group shall be appointed by the General Manager. He shall convene the coordination group or working group whenever necessary. Notice of convening the coordination groups shall be sent out at least 15 days before the date of the meeting, unless otherwise agreed by the members.

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- iv) The General Manager supervises the activity of the coordination group and working groups, and designates their members (internal or external to the the Association) on the basis of their individual added value as regards the specific domain in questions.
  - v) The results of the work of the coordination groups and working groups are to be presented to the General Manager and subsequently to the Steering Committee.
  - vi) The President, Vice-President and General Manager of the Association have the right to be present at meetings of coordination groups and working groups whenever they so desire.

#### **Article 12: HEAD OFFICE**

The Head office of the Association will be situated in Brussels (Belgium):  
Rue Belliard 15-17  
B - 1040 Brussels

#### **Article 13: LANGUAGES**

- i) For the statutes, the Association shall use English and French, the latter 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 Steering Committee 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 subscriptions of its members, fixed by the General Assembly.
- ii) Each year, before 30 November, the Steering Committee shall meet to agree on a draft budget for the following year, to be submitted for the approval of the General Assembly
- iii) Subscription calculation is defined by the Association Internal rules approved by the General Assembly.
- iv) the Association has the right to undertake non-commercial activities with its members or third parties, with associated revenues being used to bolster the Association 's resources.

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**Article 15: DISSOLUTION**

The General Assembly alone may decide on the dissolution of the Association. It shall then instruct the Steering Committee to appoint a Commissioner 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 association or a charitable body approved by the General Assembly.

**Article 16: FINAL PROVISIONS**

Any matter which is not provided for in the Statutes will be governed by the provisions of Section III of the Belgian Act of 27 June 1921 concerning non-profit-making Associations and international non-profit-making Foundations and Associations.

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