



The Technical Association of the European Gas Industry

MARCOGAZ

STATUTES

1. NAME, STATUS AND REGISTERED OFFICE

1.1. The name of the Association shall be:

**“The Technical Association of the European Gas Industry”, in short “
MARCOGAZ”**

1.2. MARCOGAZ is a non-profit International Association under Belgian Law of March 23, 2019 introducing the Code of Companies and Associations (the CSA).

1.3. MARCOGAZ offices shall be in Belgium, in the Brussels-Capital area.
It may be transferred to any other location on the simple decision of the Executive Board, provided that this move does not involve a change of language, in which case adoption by the General Meeting is required.

1.4. The duration of the Association is unlimited. It may be dissolved at any time.

2. SCOPE AND OBJECTIVES

2.1. Scope

The scope of MARCOGAZ covers any technical and related issues relevant to natural gas and renewable and low carbon gases in the midstream, downstream, end use, environment, labour health and safety in Europe.

2.2. Objectives

Within the above mentioned scope, in a spirit of equality amongst all Members and on a principle of consensus, the objectives of MARCOGAZ are:

- ▶ to promote safety, reliability, cost effectiveness, sustainability and environmental aspects of gas systems and usage;
- ▶ to identify, monitor and take action on technical legislation at EU level;
- ▶ to promote with the EU Institutions fair European legislation reflecting the industry's high safety record and respecting subsidiary;
- ▶ to actively promote and monitor standardisation activities related to gas conducted by the European Committee for Standardisation (CEN), the International Organization for Standardization (ISO), the *Organisation Internationale de Métrologie Légale* (OIML) and others;
- ▶ to identify appropriate levels of competence for a safe and effective operation of gas systems;
- ▶ to study any technical subject of interest for its members;
- ▶ to promote cooperation with other Associations representing the European or International Gas Industry or the Manufacturers;
- ▶ to stimulate technical cooperation and exchange of knowledge and experience between Members.

2.3. Activities

The Association intends to achieve the above mentioned goals through e.g. the following activities:

- The representation of the Gas Industry interests towards EU Authorities and relevant Organisations;
- The development of European committees and Technical Groups on relevant topics
- The participation in relevant European and International activities: conferences, workshops, Technical Groups;
- The participation in research projects and the broadcasting of their results;
- The improvement of internal and external communication, specially through the introduction of permanent information network;
- The organisation of meetings, discussion fora...

3. **MEMBERSHIP**

3.1. General

Members shall be legal entities, legally constituted in accordance with the laws and practices of their country of origin.

The membership shall be open to Gas Industry Associations, Companies or Organizations having an interest in natural gas and renewable and low carbon gases in the midstream, downstream, end use, environment, labour health and safety in Europe.

3.2. Membership categories

The Association shall have the following membership:

❖ **Category A: Charter Members**

- National Gas Association;
- Two or more Small National Gas Associations jointly represented;
- A large Gas Company; or
- Two or more small Gas Companies jointly represented.

❖ **Category B: Corporate Members**

- Small National Gas Association;
- A small Gas Company.

❖ **Category C: Associated Members**

- European or International Organizations / Associations which have an interest in the evolution of the gas business; or
- Manufacturer of gas equipment.

3.3. Admission

Application for membership shall be sent in written form to the MARCOGAZ registered office or by email for submission to the Executive Board. Decisions on admissions shall be taken by the Executive Board by a majority of two thirds of the members present, under condition of confirmation by the next General Assembly. Any decision to refuse the admission shall be done in writing. If admission is refused, the applicant may submit the decision in question to the General Assembly which shall decide on admission by a two third majority of the votes of

members present or represented.

The Executive Board shall decide whether the applicant is small or large entity, based on the existing cases among the members.

3.4 Termination

Subject to advance, with written notice of at least six months, each MARCOGAZ Member shall have the right to terminate its Membership as of the 1st of January of the year following that in which the notice was given. Until that date, Membership and the rights associated with it shall not be affected, including the obligation to pay the fee for the current year.

3.5 Exclusion

The Membership of any Member in breach of these Statutes may be declared forfeited by the General Assembly. The decision of exclusion shall be taken at the majority of two-thirds of the votes of the members present or represented, after having heard the defence of the concerned Member.

Any member who ceases to be part of MARCOGAZ shall have no claims over MARCOGAZ's assets.

3.6 Member's Rights and Obligations

Members shall actively support the objectives of MARCOGAZ as described in article 2.

All Members are required to respect the present Statutes and have the right to attend the General Assembly meetings.

Members are entitled to nominate participants in all MARCOGAZ Technical Groups.

4. **MEMBERSHIP FEES**

Members shall share the expenses of MARCOGAZ by means of fees fixed annually by the General Assembly.

The fee amounts for each Member's category (fee for Charter Members, fee for Corporate Members, fee for Associated Members) are proposed by the Secretary General to the Executive Board for decision to be approved by the General Assembly.

As long as the General Assembly has not approved the budget and the fees for the current financial year, the Secretary General is authorized to ask Members for provisional payments equivalent to their fees for the previous financial year, prorata temporis.

5. **GENERAL ASSEMBLY**

5.1. Powers

The General Assembly shall be vested with all powers to achieve MARCOGAZ objectives within its given scope.

The General Assembly shall be competent particularly to:

- ▶ Adopt and amend the present Statutes;
- ▶ Confirm the composition of the Executive Board;
- ▶ Dismiss Executive Board Members (majority of two thirds of the votes of the members)

- present or represented required);
- ▶ Elect and dismiss MARCOGAZ President and Vice-President (the President and the Vice-President must be representatives from Charter Members);
- ▶ Appoint and dismiss the Secretary General, proposed by the Executive Board;
- ▶ Confirm decisions of the Executive Board accepting new Members;
- ▶ Decide on new memberships refused by the Executive Board;
- ▶ Decide on exclusions of Members;
- ▶ Discuss and formulate MARCOGAZ general policy;
- ▶ Oversee the implementation of policy by the Executive Board;
- ▶ Approve annual budget and accounts;
- ▶ Approve annual activity reports and programme of future work, as proposed by the Executive Board;
- ▶ Appoint persons to honorary position with MARCOGAZ;
- ▶ Decide on the dissolution;
- ▶ Set the amount of fees payable by the members.
- ▶ Appoint and dismiss the statutory auditor and set his remuneration.

5.2. Composition

The General Assembly shall be comprised of all Members of MARCOGAZ.

The Chairpersons and Vice-Chairpersons of MARCOGAZ Technical Groups are invited to attend the General Assembly (with no vote).

By invitation of the President, representatives of outside Organisations can be invited as guests.

5.3. Decision making process

The General Assembly is entitled to decide only if at least half of the votes of the Members are present or represented.

The decisions of the General Assembly shall normally be adopted by consensus except where a specific majority/quorum is required in the present Statutes.

If no consensus can be reached, the decisions shall be taken by simple majority of the votes of the Members present or represented, except when a specific majority/quorum is required in the present Statutes.

Each Charter Member has five (5) votes. Each Corporate Member has two (2) votes. Each Associate Member has one (1) vote.

A member may appoint another physical person (a member of the General Assembly or a physical person from the organization he/she represents) to represent him (her) as long as the member has provided the secretariat with a written proxy. Each Member cannot have more than one proxy.

If the quorum is not reached, a second General Assembly shall be convened within a six week delay with the same agenda. If a second General Assembly is convened, decisions shall be taken by simple majority of those present or represented.

5.4. Meetings

The General Assembly shall meet once a year either at the registered office or in any other places to be specified in the invitation for the meeting or via electronic means (online). The invitation is made by letter, fax, e-mail or any other method of communication. The invitation is made by the General Secretary and shall be given at least fifteen days before the date of

the meeting, and specify the points on agenda.

The voting process can take place in presence or via electronic means (e-mail, online platform, etc).

An Extraordinary General Assembly must be held, as often as required in the general interest. It must be convened at the request of at least one-fifth of the members.

5.5. Amendments to the Statutes

Notice of any meeting of the General Assembly called to amend the MARCOGAZ statutes shall be notified at least six weeks prior to the scheduled date of the meeting.

Any decision on changing the Statutes of MARCOGAZ shall be taken at the majority of two thirds of the Members present or represented.

Amendments to these statutes shall not become effective until ratified either by the King or by the Minister with competence for legal affairs or his deputy, in accordance with article 2:5, §4 of the CSA and until such time as the conditions with regard to public notice as provided under article 2:10, §1 of the CSA have been met.

Any amendment to article 2 of the present statutes will be carried by a four fifth majority of the members present or represented.

6. **EXECUTIVE BOARD**

6.1. Composition

The association is administered by the Executive Board, which is made up of as many members as there are Charter members.

The General Secretary, appointed by the General Assembly, is the Executive Officer of MARCOGAZ.

Each Charter Member appoints one member in the Executive Board. The President and the Vice President represent their respective Charter Members.

Corporate Member can be invited by the President to attend the Executive Board meetings as guest, without voting right. Each Corporate Member appoints one representative that can be invited by the President.

A member may appoint another physical person (a member of the Executive Board or a physical person from the organization he/she represents) to represent him (her) as long as the member has provided the secretariat with a written proxy. Each Member cannot have more than one proxy.

Board members are appointed for an indefinite term.

The mandate of Executive Board members shall expire in the following circumstances:

- ▶ Death, resignation, legal incapacity and dismissal, or
- ▶ Absence of valid personal documentation to comply with Belgian law:
 - The Executive Board member shall provide, within 30 days, the necessary information (including copies of passport, identification card, proof of residence, etc) as requested by the Secretary General. The required information is provided to the Belgium authorities and other entities that are obliged by law to gather information of Executive Board members.
 - In event of an Executive Board member failing to provide the requested information,

the President shall notify the Executive Board member about the termination of his (her) mandate as Board member. It is the responsibility of the concerned Charter Member to appoint another Executive Board member to replace the dismissed one.

Members of the Executive Board can be dismissed by the General Assembly deciding at the majority of two thirds of the members present or represented.

The Charter Member holds its rights and obligations in the Association during the period when it is not represented in the Executive Board.

6.2. Powers

The Executive Board is placed under the responsibility of the General Assembly, and shall act in accordance with the decisions adopted by the General Assembly.

The Executive Board shall particularly be competent to:

- ▶ Designate and dismiss the Chairpersons and Vice-Chairpersons of Technical Groups;
- ▶ Decide on new membership application to be confirmed by the General Assembly;
- ▶ Propose the appointment and dismissal of Secretary General to be confirmed by the General Assembly;
- ▶ Prepare general policy proposals and documents for approval by the General Assembly;
- ▶ Implement agreed policy and decide on required actions;
- ▶ Agree on the accounts for the past financial year and the budget for the coming financial year;
- ▶ Decide on work organisation, for instance Technical Groups...;
- ▶ Approve opinions or positions prepared by the Technical Groups or otherwise within MARCOGAZ and decide on their dissemination and on actions to be undertaken;
- ▶ Decide on the needs for and means of external communication;
- ▶ Assure coherence of MARCOGAZ activities and arbitrate on possible internal differences;
- ▶ Decide on priorities and optimise the use of available resources.

If necessary, the Executive Board can set up ad hoc groups for discussing specific issues related to MARCOGAZ activities.

6.3. Decision making process

The principle of decision making in the Executive Board is absolute majority.

Decisions can be taken only if 50% of the Members are present or represented.

6.4. Meetings

The Executive Board shall meet automatically at least twice a year and also:

- ▶ on the initiative of the President;
- ▶ at the request of at least one third of the Executive Board Members.

The President can invite guest participants to the meetings.

The President, upon the recommendation of the Vice-President (being also Chairperson of the Technical Coordination Committee), can invite Chairpersons (or Vice-Chairpersons in the absence of the Chairpersons) of Technical Groups to the meetings.

The Executive Board shall meet at the registered office or in any other places to be specified

in the invitation for the meeting or via electronic means (online).

The Members are invited by letter, fax, e-mail or any other method of communication. The invitation is made by the General Secretary and be given at least two weeks before the date of the meeting, and specify the points on the Agenda.

7. TECHNICAL COORDINATION COMMITTEE

7.1. Composition

The Technical Coordination Committee shall be comprised of the Vice-President, Secretary General, Chairpersons and Vice-Chairpersons of the Technical Groups.

The President is invited to attend the meetings as a guest.

7.2. Chairperson and Vice-Chairperson of the Technical Coordination Committee

The Chairperson of the Technical Coordination Committee is the Vice-President of MARCOGAZ and the Vice-Chairperson of the Technical Coordination Committee is the Secretary General.

7.3. Powers

The Technical Coordination Committee shall particularly be competent to:

- ▶ Coordinate the activities of the Technical Groups;
- ▶ Decide on the list of technical topics to be presented to the Executive Board;
- ▶ Propose the Annual Work Programme to the Executive Board;
- ▶ Support the Technical Groups on setting up technical ad hoc groups (Task Forces) for addressing specific technical issues with pre-defined scope and deadline.

7.4. Decision making process

The principle of decision making in the Technical Coordination Committee is the absolute majority.

7.5. Meetings

The Technical Coordination Committee shall meet automatically at least twice a year and also:

- ▶ on the initiative of the Chairperson of the Technical Coordination Committee;
- ▶ at the request of at least one third of the its members.

The Technical Coordination Committee shall meet at the registered office or in any other places to be specified in the invitation for the meeting or via electronic means (online).

8. TECHNICAL GROUPS

8.1. General

The terms of reference for each Technical Group are prepared and presented by the relevant Chairperson to the Technical Coordination Committee and to the Executive Board.

The Technical Groups shall operate autonomously in respect of the preparation and organisation of meetings, establishing the agenda, circulation of documents, the elaboration of minutes.

Members of the Technical Groups are acting in their capacity as technical experts within the scope of the Group.

The Technical Groups shall meet at the registered office or in any other places to be specified in the invitation for the meeting or via electronic means (online).

8.2. Chairperson and Vice-Chairperson

The Chairperson and the Vice-Chairperson are appointed by the Executive Board for a two-years period. Re-appointment is possible.

Technical Group Chairpersons and Vice-Chairpersons shall be proposed by Charter Members. In case of absence of qualified candidates from Charter Members, Corporate Members can propose candidates for the vacant positions.

8.3. Composition

The participating Members shall be competent in the field covered by the Technical Group and shall be authorised to represent the MARCOGAZ Member.

8.4. Decisions and Reporting

A list of decisions and actions shall be sent to the Technical Group Members and to the Secretary General. This list shall clearly indicate any recommendations which are to be made to the Executive Board.

An annual report of the Technical Group activities shall be submitted to the General Assembly for its annual plenary session.

The principle of decision making in the Technical Group is consensus. If consensus cannot be reached, the decision shall be made by the Executive Board.

8.5. Implementation of Decisions

The Secretary General shall be consulted prior to the publication of a deliverable, implementation of recommended contacts or communications to outside organisations, such as the European Commission, the European organisations and others.

9. PRESIDENT AND VICE PRESIDENT

9.1. General

The President and the Vice-President shall represent MARCOGAZ interests in a neutral way.

The Marcogaz President and the Vice-President shall be elected in the General Assembly. The candidates shall be among the Executive Board members.

The President and the Vice-President shall be appointed for a two year term. Reappointment is possible. Candidates are proposed by the Charter Members of MARCOGAZ.

The Vice-President replaces the President in case of his (her) absence. The Secretary General replaces the President and the Vice-President in case of their absence.

9.2. Powers

The President shall be responsible for:

- The representation of MARCOGAZ towards outside organisations, Public authorities, and

Courts.

- Convening the General Assembly and the Executive Board meetings, and inviting guests when considered appropriate.
- Signing Instruments binding MARCOGAZ.
- The financial and other powers that the Executive Board may delegate on him (her).

10. SECRETARY GENERAL

The Secretary General shall attend the General Assembly and the Executive Board meetings without voting rights.

The Secretary General shall be responsible for:

- ▶ The day-to-day management of MARCOGAZ;
- ▶ The Secretariat of the General Assembly and of the Executive Board;
- ▶ The representation of MARCOGAZ towards outside Organisations in coordination with the President;
- ▶ Maintaining and developing permanent relations with Official Bodies and Institutions, especially those of the E.U.;
- ▶ Taking any action when urgency does not allow for prior formal consultation, provided that such action is in line with the general policy;
- ▶ Reporting to the President and to the Executive Board;
- ▶ Keeping accountancy books in line with legal obligations.

11. REPRESENTATION OF THE ASSOCIATION VIS-À-VIS THIRD PARTIES AND IN JUSTICE

The President, the Vice-President (in the absence of the President) or the Secretary General (in the absence of the President and of the Vice-President) represents the Association vis-à-vis third parties and has the authority to act on behalf of the Association. The President can delegate his (her) mandate to the other member of the Executive Board.

The Association is correctly represented in Courts, as plaintiff or defendant, by the President, the Vice-President (in the absence of the President) or the Secretary General (in the absence of the President and of the Vice-President) or an administrator designated to this effect.

All the decisions and acts regarding the nomination, dismissal and termination of appointment of the persons entitled to represent the Association shall be communicated to the competent Federal Authority in order to be registered in the file, and shall be published in the Annexes of the "*Moniteur Belge*", the expenses being borne by the Association.

12. BUDGET AND ACCOUNTS

MARCOGAZ financial year shall extend from January 1st to December 31st of each year. Following the end of each financial year, the Secretary General shall prepare the accounts for the past financial year and also the budget for the coming financial year. Each year, the Executive Board shall then agree on the accounts for the past financial year and on the budget for the coming financial year and submit them to the General Assembly for approval no later than six months after the end of the fiscal year.

Accounts for the past financial year shall be audited by the Auditors appointed by the General Assembly for a one year term.

Approval of the accounts by the General Assembly shall involve the discharge of the Executive Board and the Secretary General.

The accounts are, as required by Article 3:47 of the CSA, deposited by the members of the Executive Board with the National Bank of Belgium.

13. DISSOLUTION

MARCOGAZ may be dissolved by decision of the General Assembly carried by a four fifth majority of the votes of the members present or represented.

The method of liquidation shall be decided by the General Assembly which shall appoint the liquidators and determine their powers.

In accordance with the law, the net assets after dissolution will be allocated to a charity with similar aims and objectives to those of the present association, to be determined by the General Meeting.

In case of loss, this will be shared amongst the Members at the date of dissolution.

14. GENERAL PROVISIONS

The General Assembly may issue internal rules compatible with the provisions of the present statutes.

All matters which are not covered by the statutes or internal rules shall be governed by the provisions of the Code of Companies and Associations (the CSA).

All acts and documents of the Association required by laws and regulations are drawn up in French or English.

The original text of these Articles of Association is the authentic French text.

The resolutions of the General Assembly and Executive Board shall be recorded in approved Minutes. Such minutes shall be kept in a separate file at MARCOGAZ registered office or in electronic form by the Secretary General, at the disposal of MARCOGAZ Members.

Brussels Court is exclusively competent for dealing with juridical matters relating to the constitution and functioning of MARCOGAZ.

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