

**Statutes of
HYDROGEN EUROPE RESEARCH AISBL**

[The official text is in French – English convenience translation for information purposes only]

[Amendments to the current Statutes have been made (i) to render them compliant with the companies and associations Code of March 23, 2019 (hereafter: “Code”), (ii) for consistency purposes, (iii) for good governance purposes and (iv) to avoid potential litigation.]

TITLE I. INTRODUCTION

Article 1. Introduction

1.1. Whereas,

- Hydrogen Europe Research (previously named “New European Research Grouping for Fuel Cells and Hydrogen” and further referred to as “Association”) was formed and founded in 2008 by players of the European research community active in this field. The main objective of the Association is to promote, support and accelerate the deployment of hydrogen and fuel cell technology by aligning the European R&D community and representing it as a whole.
- The establishment of the Association relates to the creation of the European public-private partnership on Fuel Cells and Hydrogen called the Joint Technology Initiative (hereafter: “FCH JTI”) in the period 2008-2013 and its continued operation under Horizon 2020 for the period 2014-2020 and under Horizon Europe for the period 2021-2027.
- The Association is a not-for-profit organisation and shall pursue activities of not-for-profit scientific and strategic nature.
- As mentioned in the European Hydrogen Strategy released on July 8, 2020, the international dimension is an integral part of the European Union (hereafter: “EU”) approach. Clean hydrogen offers new opportunities for re-designing Europe’s energy partnerships with both neighbouring countries and regions and its international, regional and bilateral partners, advancing supply diversification and helping design stable and secure supply chains. Several countries are developing ambitious research programmes along national hydrogen strategies, and an international hydrogen trade market is likely to develop. In this context, the EU should actively promote new opportunities for cooperation on clean hydrogen with neighbouring countries and regions, as a way to contribute to their clean energy transition and foster sustainable growth and development. Taking into account natural resources, physical interconnections and technological development, the Eastern Neighbourhood and the Southern Neighbourhood countries should be priority partners. The “Associate membership” in the Association aims at facilitating these collaborations by direct exchanges with the Members.

- The former Statutes were established along with the foundation of the Association and were amended for the first time according to the extension of the Fuel Cells and Hydrogen Joint Undertaking (hereafter: "FCH JU") with reference to Council Regulation (EU) No 559/2014 of May 6, 2014 setting up the Fuel Cells and Hydrogen 2 Joint Undertaking which was published in the Official Journal of the EU of May 6, 2014 ("FCH JU Regulation") with the approval of the General Assembly. The Association has voted on July 11, 2017 during the 20th General Assembly the change of its name from "New European Research Grouping for Fuel Cells and Hydrogen" (N.ERGHY) to "Hydrogen Europe Research". The Association has voted on June 19, 2019 during the 24th General Assembly the introduction of a new membership "Associate Member" for non-European research organisations. Since the next European Framework Programme Horizon Europe (2021-2027) has not yet started, in anticipation of an expected extension, these Statutes were amended according to the extension of a European public-private partnership on Fuel Cells and Hydrogen technologies (hereafter: "**European PPP on FCH**") in Horizon Europe with the approval of the 26th General Assembly. The Association has voted on December 14, 2020 during the 28th General Assembly a more detailed description of the rights and obligations of the membership "Associate Member" and the change of the Association's address.
- Further internal rules for operation and processes within the Association are established. The modification of these Statutes is subject to adoption by the General Assembly.

TITLE II.NAME. LEGAL FORM. TERM. REGISTERED OFFICE

Article 2. Name. Legal form. Term

- 2.1.** The international non-profit association named "Hydrogen Europe Research", abbreviated "HER" (hereafter: "**Association**"), is constituted for an indefinite period under the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019.
- 2.2.** All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions "association internationale sans but lucratif" or by the abbreviation "AISBL", the address of the registered office of the Association, the enterprise number and the mention "registre des personnes morales" or abbreviated "RPM" followed by the court with jurisdiction in the district where the Association has its registered office.

Article 3. Registered office

- 3.1.** The registered office of the Association is located in the region of Brussels Capital.
- 3.2.** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Executive Board, provided that said transfer will not imply a change of the language of these Statutes according to the legal provisions governing the use of official languages in Belgium.
- 3.3.** If the transfer of the registered office of the Association implies a change of the language of these Statutes according to the legal provisions governing the use of the official languages

in Belgium, only the General Assembly will be competent to decide on the transfer of the registered office of the Association.

- 3.4. The Association may establish offices in any country or place.

TITLE III. NON-PROFIT PURPOSE. OBJECT

Article 4. Non-profit purpose

- 4.1. The non-profit purpose of international utility of the Association shall be, within the territory of:

- (i) The EU;
- (ii) The European Economic Area;
- (iii) The associated countries to the European Research & Innovation framework programme (for purposes of these Statutes, the term “associated country” shall have the same meaning as defined in the article 2 of the Council Regulation COM(2011) 810 final 2011/0399 (COD) laying down the rules for the participation and dissemination in 'Horizon 2020 – the Framework Programme for Research and Innovation (2014-2020)' and its followers like Horizon Europe (2021-2027));
- (iv) The United Kingdom; and
- (v) Switzerland.

(hereafter collectively: “**Europe**”), to:

- (a) Promote, support and accelerate the research and deployment process of Fuel Cells and Hydrogen (hereafter: “**FCH**”) technology in Europe from the point of view of European FCH research community;
- (b) Represent and participate in the respective European public-private partnerships (hereafter: “**PPP**”) in the sector of hydrogen such as the FCH, usually referred to as “Research Grouping”, which are carried out together with Hydrogen Europe AISBL, registered with the Crossroads Bank for Enterprises under the enterprise number 0890.025.478 (RLE Brussels) (“Industry Grouping”) (hereafter: “**Hydrogen Europe AISBL**”) and the European Commission;
- (c) Represent, from a scientific perspective, the European FCH research community; and
- (d) Facilitate the interaction and cooperation of the European FCH research community by promoting existing research competences, facilities and expertise and maintaining a respective knowledge base for its Members and third parties.

Article 5. Object

- 5.1. To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purposes. The Association may, in particular develop the following non exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) Provide expertise and advice to stakeholders, e.g. industrial companies, the European Commission and the Members States of the EU, local and regional actors about the results and needs of the European FCH research community;
- (b) Actively participate as a partner in the creation and implementation of the European PPP on FCH and its potential successor and in its decision process, in particular its highest decision-making body, or any other technical committees/working groups by electing from among its Members representatives for such purpose and defining positions of the European FCH research community;
- (c) Reach a better gathering of the European FCH research community by promoting existing research competences, facilities and expertise and maintaining a respective knowledge base for its Members and third parties;
- (d) Formulate joint views on existing and future needs in research and technology infrastructures and programmes, with a specific attention to the interrelation and cooperation between break-through and applied research, with the support of regional, national and European programmes;
- (e) Represent the interests of its Members and of the European FCH research community in general towards third parties;
- (f) Disseminate information and issue publications;
- (g) Organise and arrange congresses, seminars, workshops, and other programs and convenings at national, regional and international levels;
- (h) Collect and analyse statistical data;
- (i) Actively participate as a partner in FCH projects with the support of regional, national and European programmes; and
- (j) Cooperate with and assist other initiatives and/or organisations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations.

- 5.2.** In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

TITLE IV. MEMBERS

Article 6. Membership

- 6.1.** The Association shall have two (2) membership categories: Full Members and Associate Members. The Association shall always consist of at least two (2) Full Members.
- 6.2.** All references in these Statutes to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.
- 6.3.** The rights and obligations of the Members shall be as defined in and pursuant to these Statutes.

- 6.4. Membership is *intuitu personae* and can neither be transferred nor assigned.

Article 7. Full Members

- 7.1. The category of Full Membership is open and accessible to any legal entity cumulatively meeting the following criteria listed under items (a), (b), (c) and (d):

- (a) Having the legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Having its main registered office in Europe; and
- (d) Being either:
 - i. A non-profit organisation having (i.1) its main place of research practice in Europe and (i.2) an interest in the FCH research sector (i) which is not, directly or indirectly, managed, owned and/or controlled by any industry stakeholders (including companies represented within Hydrogen Europe AISBL) or (ii) within which no industry stakeholders may benefit from or exercise a blocking voting majority or a veto right or any minority protection mechanism ; or
 - ii. A public research organisation (ii.1) having its main place of research practice in Europe and (ii.2) being funded by a national or local government funded at a rate of at least thirty-three percent (33%) of its expenses for the purpose of science, education or research for the public benefit, having an interest in the FCH research sector; or
 - iii. A university or an academic institution (iii.1) having its main place of research practice in Europe and (iii.2) being funded at a rate of at least thirty-three (33%) of its expenses for the purpose of science, education or research for the public benefit, having an interest in the FCH research sector; or
 - iv. A federation, an umbrella organisation or any similar organisation (iv.1) (i) which is not, directly or indirectly, managed, owned and/or controlled by any industry stakeholders or (ii) within which no industry stakeholders may benefit from or exercise a blocking voting majority or a veto right or any minority protection mechanism and (iv.2) having (i) all of its own members having a similar purpose related to conducting research on FCH and (ii) one (1) or more of its own members cumulatively meeting the criteria listed under the paragraph 7.1, (a) to (d), i, ii or iii of the present Article. This federation, umbrella organisation or similar organisation will have limitations in participation in Technical Committees, Working Groups and Roadmap Groups as described in the internal rules.

- 7.2. Legal entities of a same group of legal entities may each become a Full Member with their own membership rights, provided that they each pay membership fees.

- 7.3. Without prejudice of these Statutes, Full Members shall enjoy all membership rights, including voting rights.

Article 8. Associate Members

- 8.1. The category of Associate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Not meeting the criteria to be eligible as a Full Member;
 - (b) Having the legal personality;
 - (c) Being duly constituted in accordance with the laws and practices of its country of origin;
 - (d) Which is not, directly or indirectly, managed, owned and/or controlled by any industry stakeholders or within which no industry stakeholders may benefit from or exercise a blocking voting majority or a veto right or any minority protection mechanism; and
 - (e) Having an interest in the FCH research sector.
- 8.2.** Legal entities of a same group of legal entities may each become an Associate Member with their own membership rights, provided that they each pay membership fees.
- 8.3.** Associate Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include voting rights at the General Assembly.
- 8.4.** Associate Members shall annually report (i) during the meetings of the General Assembly or (ii) at the discretion of the Executive Board, on (aa) their research development & innovation activities, (bb) proposals of collaborations with Members on clean hydrogen and (cc) national and/or regional updates of activities in FCH sector.
- 8.5.** Associate Members shall not qualify as a private member or member of the research grouping when participating in specific European PPP on FCH projects under and pursuant to the specific European PPP on FCH Regulation.
- 8.6.** Associate Members shall not have access to the information and documents related to the European PPP on FCH projects and any other related programs.
- 8.7.** If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Statutes are amended in accordance with Article 49 of these Statutes, the Associate Members shall neither be consulted nor have voting rights.

Article 9. Admission to membership

- 9.1.** Any applicant to membership shall submit an application for admission to membership via regular means of communication to the Person Entrusted with the Daily Management.
- 9.2.** The Person Entrusted with the Daily Management shall submit this application for admission to the Executive Board. After having verified that all conditions for membership are complied with, the Executive Board shall decide on the admission to membership. The decisions of the Executive Board regarding membership admissions are final, sovereign and the Executive Board shall give reasons for its decisions.
- 9.3.** The President or the Vice-President shall notify, via regular means of communication, the decision on the admission to membership of the Executive Board to the applicant to membership.

Article 10. Representation of Members

- 10.1.** Each Member shall appoint (i) one (1) natural person who shall be the administrative contact person of his/her Member for the Association and (ii) one (1) natural person, who shall be a scientific in the FCH sector, called the “Representative”, to represent it within the Association and cast the vote, if any, of his/her Member at the General Assembly. Each Representative must have full capacity powers to represent his/her Member.
- 10.2.** If the Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) said Member shall immediately replace this Representative.
- 10.3.** Each Member shall inform, via regular means of communication, the Person Entrusted with the Daily Management of the identity and the contact details of their administrative contact person and Representative. In case of a meeting of the General Assembly, each Member shall inform the Person Entrusted with the Daily Management of the aforementioned information at least fourteen (14) calendar days before the meeting.

Article 11. Resignation. Exclusion

- 11.1.** Members are free to resign from the Association by giving written notice via special means of communication, at the latest by 1st October of each year, to the Person Entrusted with the Daily Management. The Person Entrusted with the Daily Management shall submit the resignation to the Executive Board, which shall in turn acknowledge it. The resignation shall be effective on the 31 December of the year during which the written notice has been sent to the Person Entrusted with the Daily Management.
- 11.2.** In order to facilitate the recognition of additional activities delivered outside the European PPP on FCH work plan, Members who are beneficiaries of the European PPP on FCH are strongly recommended not to resign before the end of their project(s) supported by the European PPP on FCH.
- 11.3.** By derogation to paragraph 11.1 of the present Article, if the membership fees of the Association have been increased with at least thirty percent (30%) in comparison with the membership fees due for the previous financial year by the General Assembly, said Member is free to resign from the Association by giving a written notice via special means of communication, at the latest twenty-one (21) calendar days after the decision of the General Assembly to increase the membership fees, to the Executive Board
- 11.4.** A Member is deemed resigning if the Member is in one of the following situations:
 - (a) Voluntary/as of right/legal dissolution/liquidation;
 - (b) Bankruptcy or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction;
 - (c) Judicial administration/reorganisation;
 - (d) Merger (only if the concerned Member is the acquired legal entity);

- (e) Transfer of a universality; and
- (f) Ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 or Article 8 of these Statutes following a (partial) demerger or transfer of a branch of activity.

- 11.5.** This resignation shall be effective upon a decision of the Executive Board. A Member has the right to defend its position at (or in writing prior to) the meeting of the Executive Board at which decisions are proposed in respect of the resignation of a Member which is in at least one of the situations described under paragraph 11.4 of the present Article. The decisions of the Executive Board regarding the resignation of Members as referred to in the paragraphs 11.4 and 11.5 of the present Article are final, sovereign and the Executive Board shall give reasons for its decisions.
- 11.6.** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 7 or Article 8 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) refuses to incorporate and/or comply with the contractual clauses of the European PPP on FCH Regulation, or (iv) does not pay all its membership fees or project contributions within the stated period, or (v) infringes the interests of the Association, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the General Assembly.
- 11.7.** Before excluding a Member, the Executive Board shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly shall give reasons for its decisions.
- 11.8.** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the General Assembly.
- 11.9.** A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees (aa) for the financial year during which notice is given and, (bb) in case the notice is served after October 1st, for the financial year during which the notice is given and the following financial year. A Member, that in whatever way and for whatever reason, ceases to be a Member shall (i) have no claims for compensation on the Association or for its assets, (ii) forthwith cease to hold itself out as a Member in any manner, and (iii) upon decision of the Person Entrusted with the Daily Management, promptly deliver to the

Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

- 11.10.** A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

Article 12. Admission and membership fees

- 12.1.** Each Full Member shall pay membership fees per year, as proposed by the Executive Board and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Executive Board and decided by the General Assembly.
- 12.2.** Each Associate Member shall pay membership fees per year, as proposed by the Executive Board and decided by the General Assembly. Each year, the amount of the membership fees and the calculation method of the membership fees for each Associate Member shall be proposed by the Executive Board and decided by the General Assembly.
- 12.3.** Without prejudice to Article 11 of these Statutes, if a Member fails to pay its membership fees within thirty (30) calendar days after a final official reminder has been sent to it by the Person Entrusted with the Daily Management, its rights (including voting rights, if any) shall be automatically and immediately suspended until the payment of the membership fees due, upon decision of the Executive Board.
- 12.4.** Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.
- 12.5.** Upon decision of the Executive Board, a candidate to membership may have to pay an admission fee in order to cover the expenses incurred by the Association before and related to the admission to membership of the concerned Member.
- 12.6.** The Executive Board shall also decide each year on the invoicing procedure and the time for payment of the membership fees.

Article 13. Compliance with these Statutes, the internal rules and the charter

- 13.1.** Any Member shall adhere to these Statutes, the internal rules, if any, and the charter, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the Member has been admitted as Member, pursuant to Article 12 of these Statutes.

Article 14. Register of Members

- 14.1.** The Person Entrusted with the Daily Management shall keep a register of Members, in electronic format, at the registered office of the Association. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number

or equivalent number, and the details of the person who shall be the administrative contact person of each Member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the Members shall be included in the register of Members by the Person Entrusted with the Daily Management, immediately after the Executive Board or the General Assembly has taken a decision.

Article 15. Representation of the Members

- 15.1.** Unless explicitly authorised in writing by the concerned Member, neither the Association nor any of its members of the Executive Board, officers, employees, etc. shall act or present it/him/herself as an agent of a Member.

TITLE V. ORGANISATIONAL STRUCTURE

Article 16. Bodies

- 16.1.** The bodies of the Association are:

- (a) The General Assembly;
- (b) The Executive Board;
- (c) The President;
- (d) The Vice-President/Treasurer;
- (e) The Technical Committee and External Affairs Leaders, if any;
- (f) The Coordination Group;
- (g) The Technical Committee(s);
- (h) The Roadmap Group(s);
- (i) The Working Group(s); and
- (j) The Person Entrusted with the Daily Management.

TITLE VI. GENERAL ASSEMBLY

Article 17. Composition. Voting rights

- 17.1.** The General Assembly shall be composed of all Members. Each Member shall be represented at the General Assembly by its Representative pursuant to Article 10 of these Statutes.
- 17.2.** Each Full Member shall have one (1) vote.
- 17.3.** Associate Members shall have the right to attend the meetings of the General Assembly with the exception of the part(s) of the meeting(s) of the General Assembly concerning (i) the European PPP on FCH projects and (ii) specific topics as determined by the Executive Board, without voting rights and with the right to be heard.
- 17.4.** Each member of the Executive Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Executive Board who has been appointed as Representative shall be authorised to vote in this specific capacity for the Full Member he/she represents.

- 17.5.** The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest member of the Executive Board (in age) present.
- 17.6.** The Executive Board may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorisation of the chairperson of the General Assembly these third parties will receive the right to speak.

Article 18. Powers

- 18.1.** The General Assembly shall have the powers specifically granted to it by law or these Statutes. In particular, the General Assembly shall have the following powers:
- (a) The transfer of the registered office of the Association when it implies a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
 - (b) The election and dismissal of the members of the Executive Board and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each member of the Executive Board will be granted and exercised as well as the conditions under which said mandate can be terminated;
 - (c) The election and dismissal of the President, and the Vice-President/Treasurer;
 - (d) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;
 - (e) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;
 - (f) The discharge to be given to the members of the Executive Board and, if any, to the statutory auditor, or to the external accountant;
 - (g) The approval of the annual accounts, the annual report, the budget and the activity plan, if any, of the Association;
 - (h) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Technical Committee(s) and the overseeing of this/these;
 - (i) The determination of the Association's strategies and policies;
 - (j) The conclusion of the European PPP on FCH, including as a member of the Fuel Cells and Hydrogen Joint Undertakings (FCH JU and FCH 2 JU), and the conditions for such membership as well as the modification and termination of such membership;
 - (k) The exclusion of Members;
 - (l) The approval of the amount of the membership fees and the project contribution fees and the calculation method of the membership fees and the project contribution fees, upon proposal of the Executive Board;
 - (m) The amendment of these Statutes;
 - (n) The issuance of a non-binding advice to the Executive Board regarding the adoption, amendment and revocation of the internal rules;

- (o) The dissolution of the Association, the allocation of the liquidation balance in case of dissolution, and the appointment of one or more liquidator(s); and
- (p) The restructuring or transformation of the Association pursuant to any of the procedures provided for under the Books 13 and 14 of the companies and associations Code, unless otherwise provided for by the companies and associations Code.

Article 19. Meetings

- 19.1.** The General Assembly shall meet at least once a year upon convening by the Executive Board, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: “**Ordinary General Assembly**”). Each year, the Executive Board shall determine the exact date of the Ordinary General Assembly.
- 19.2.** A meeting of the General Assembly shall be convened at any time by the Executive Board whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Executive Board at the written request of at least half of the Full Members. In this last case, the Executive Board shall convene the General Assembly within twenty-one (21) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the fortieth (40th) calendar day following this request.

Article 20. Proxies

- 20.1.** Each Member shall have the right, via regular means of communication, always with copy to the Person Entrusted with the Daily Management via similar means, to give a proxy to another Member of its membership category to be represented at a meeting of the General Assembly. No Member may hold more than four (4) proxies.
- 20.2.** Each Member shall have the right via regular means of communication, always with copy to the Person Entrusted with the Daily Management via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary public amendments to these Statutes which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the presence quorum and voting majority stipulated in Article 22 of these Statutes. In that case, each Member or third party may hold an unlimited number of proxies.

Article 21. Convening notices. Agenda

- 21.1.** The convening notices for the General Assembly shall be notified to the Members and the members of the Executive Board by the Person Entrusted with the Daily Management via regular means of communication at least twenty-eight (28) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting of the General Assembly. In addition, the convening notices shall mention if the Members can participate to the meeting via electronic means of communication and can vote

electronically. The agenda shall be attached to the convening notice. The agenda of the meetings of the General Assembly shall be prepared by the Person Entrusted with the Daily Management and adopted by the Executive Board. The material documents necessary for the discussion shall be sent to the Members at least ten (10) calendar days before the meeting.

- 21.2.** Any proposal of additional item(s) on the agenda of the General Assembly signed by one (1) Full Member and notified to the President at least twelve (12) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the Members and the members of the Executive Board of the additional item(s) on the agenda of the General Assembly via regular means of communication at least ten (10) calendar days before the meeting of the General Assembly.
- 21.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.
- 21.4.** Each Member and each member of the Executive Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any member of the Executive Board present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

Article 22. Presence quorum. Voting majority. Votes

- 22.1.** Unless otherwise stipulated in these Statutes, the General Assembly shall be validly constituted when at least half of the Full Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically or virtually present.
- 22.2.** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraphs 22.3 and 22.4 of the present Article.
- 22.3.** Unless otherwise stipulated in these Statutes, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- 22.4.** By derogation from the paragraph 22.3 of the present Article, decisions relating to the powers of the General Assembly listed at Article 18 (i) through (p) of these Statutes shall be validly adopted if they obtain at least a majority of two thirds (2/3) of the votes cast by the Full Members present or represented.

- 22.5.** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in its absence (whether represented or not), the Vice-President. If the President and Vice-President are both absent (whether represented or not), the oldest member of the Executive Board (in age) present who chairs the General Assembly shall have the decisive vote.
- 22.6.** The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full Members present or represented.
- 22.7.** Provided that the possibility to participate to the General Assembly via electronic means of communication has been granted by the Executive Board and is detailed in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Members are not physically present or represented, but participate to the General Assembly via any electronic means of communication made available by the Association, such as a telephone, video or web conference, that allows (i) the Association to verify the quality and identity of the Members, (ii) the Members to take direct, simultaneous and uninterrupted notice of the discussions during the meeting and, if applicable, to exercise their voting rights with respect to all matters on which the General Assembly is required to decide and (iii) the Members to participate to the deliberations and ask questions. The Executive Board shall set up the practical procedures to organise this in practice. In such a case, the Members shall be deemed present at the place where the meeting of the General Assembly is held. The members of the bureau of the General Assembly (which is at least the chairperson of the General Assembly and the persons signing the minutes of the meeting of the General Assembly in accordance with Article 24 of these Statutes) cannot participate in the General Assembly via electronic means of communication and shall meet physically.
- 22.8.** Provided that this possibility has been granted by the Executive Board and is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Executive Board shall set up the practical procedures to organise the vote via electronic means, and shall ensure that the system for electronic voting used allows for (i) the verification of the quality and identity of the Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.
- 22.9.** The minutes of the General Assembly shall mention any technical problems and incidents that prevented or disrupted participation via electronic means of communication in the General Assembly or in the vote.

Article 23. Upfront remote voting via electronic means

- 23.1.** Provided that this possibility has been granted by the Executive Board and is mentioned in the convening notice, each Full Member may vote remotely before a meeting of the General Assembly, by means of an electronic upfront voting form attached to the convening notice or made available by the Association.
- 23.2.** The Executive Board shall ensure that the system for upfront remote voting via electronic means used allows for (i) the verification of the quality and identity of the Full Members

having expressed their vote and (ii) the control of compliance with the time limit mentioned in the convening notice.

- 23.3.** The Executive Board shall set up the practical procedures to organise the upfront remote voting via electronic means.
- 23.4.** The Association must receive the completed and signed electronic upfront voting form within the time limit mentioned in the convening notice.
- 23.5.** Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly shall remain valid for those agenda items which have not been modified or added.
- 23.6.** Any upfront remote vote via electronic means which has been validly cast before the adoption of a modified or completed agenda of the General Assembly, shall not count for those agenda items which have been validly modified or added on the agenda of the General Assembly pursuant to the Articles 21.2 or 21.3 of these Statutes. Notwithstanding the above sentence, a Full Member may cast its upfront remote vote via electronic means with respect to any modified or additional agenda item(s) on the agenda of the General Assembly pursuant to Article 21.2 of these Statutes within the time limit mentioned in the convening notice.
- 23.7.** A Full Member who has voted remotely via electronic means before the meeting of the General Assembly in accordance with the provisions of this Article may no longer choose any other way of casting its vote(s), either during the meeting of the General Assembly or by proxy.
- 23.8.** All Full Members having validly voted remotely via electronic means in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable presence quorum in accordance with these Statutes. All upfront remote votes via electronic means which have been validly sent or submitted to the Association in accordance with the provisions of this Article shall be taken into account for the calculation of the applicable voting majority in accordance with these Statutes.
- 23.9.** Blank votes, invalid votes and abstentions shall not be counted.

Article 24. Register of minutes

- 24.1.** Draft minutes shall be drawn up at each meeting of the General Assembly.
- 24.2.** Copies of the draft minutes shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the Members. However, by derogation to the preceding sentence, the Associate Members shall not receive the copies of the draft minutes related to the part(s) of the meeting(s) of the General Assembly concerning (i) the European PPP on FCH projects and (ii) specific topics as determined by the Executive Board. The Members shall provide their comments, if any, on the draft minutes to the Person Entrusted with the Daily Management within fifteen (15) calendar days following the date

on which they have been sent. The draft minutes shall be approved by the General Assembly at its next meeting. The draft minutes, if need be, and the final minutes shall be signed by the following persons, acting jointly:

- (a) The President; and
 - (b) A Representative of a Full Member, not being a member of the Executive Board, present at the General Assembly.
- 24.3.** Copies of the minutes shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the Members. However, by derogation to the preceding sentence, the Associate Members shall not receive the copies of the minutes related to the part(s) of the meeting(s) of the General Assembly concerning (i) the European PPP on FCH projects and (ii) specific topics as determined by the Executive Board.
- 24.4.** The final minutes shall be kept in a register of minutes. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

Article 25. Written procedure

- 25.1.** Except for the amendment of these Statutes, the General Assembly may take decisions via unanimous written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 21 of these Statutes do not have to be complied with.
- 25.2.** For this purpose, the President, upon request of the Executive Board, and with the assistance of the Person Entrusted with the Daily Management, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all Members and members of the Executive Board, with request to the Full Members to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Executive Board and within the time limit mentioned in the notice. However, by derogation to the preceding sentence, the Associate Members shall not receive the proposals for the decisions to be taken concerning (i) the European PPP on FCH projects and (ii) specific topics as determined by the Executive Board.
- 25.3.** If the votes in favor of all of the Full Members regarding the items on the agenda are not received/submitted within the time limit mentioned in the notice, the decisions are deemed not to be taken.
- 25.4.** For the purpose of the present Article, Full Members are not allowed to grant proxies to other Full Members.
- 25.5.** The decisions taken via written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and members of the Executive Board.

- 25.6.** The decisions taken via written procedure shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the Members. However, by derogation to the preceding sentence, the Associate Members shall not receive the decisions taken via written procedure concerning (i) the European PPP on FCH projects and (ii) specific topics as determined by the Executive Board.
- 25.7.** The members of the Executive Board and the statutory auditor, if any, may take note of all decisions taken via the procedure of written procedure at their request.

TITLE VII. EXECUTIVE BOARD

Article 26. Composition

- 26.1.** The Association shall be administered by an Executive Board composed of minimum ten (10) and maximum twelve (12) members of the Executive Board.
- 26.2.** The Executive Board shall be composed as follows:
- (a) The President;
 - (b) The Vice-President/Treasurer; and
 - (c) The Technical Committee and/or External Affairs Leader(s) as referred to in the internal rules.

Each member of the Executive Board shall be a Representative of a different Full Member.

- 26.3.** In accordance with Article 34 of these Statutes, the General Assembly shall elect the President, and the Vice-President/Treasurer who shall be, as of right, members of the Executive Board. The General Assembly shall also elect the Technical Committee and External Affairs Leader(s) as referred to in the paragraph 26.2 (c) of this Article, who shall be, as of right, members of the Executive Board. The members of the Executive Board referred to in the paragraph 26.2 (c) of this Article shall:
- (a) Be all distinct natural persons; and
 - (b) Be a Representative of a Full Member.
- 26.4.** The term of office of the members of the Executive Board referred to in the paragraph 26.2 (c) of this Article is a two (2) years term, indefinitely renewable. Their mandate shall be non-remunerated. The Association shall not cover all reasonable travel and accommodation expenses exposed by the members of the Executive Board to attend the meetings of the Executive Board.
- 26.5.** Regarding the members of the Executive Board referred to in the paragraph 26.2 (c) of this Article, each Full Member may propose one (1) candidate to the Executive Board at least thirty-five (35) calendar days in advance of a meeting of the General Assembly at which one or more Technical Committee and/or External Affairs Leader(s) will be elected. The Executive Board shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Executive Board, taking into account the criteria set out in

paragraphs 26.2 and 26.3 of the present Article, shall draw up a list of all proposed candidates. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more Technical Committee and/or External Affairs Leader(s) will be elected. The list shall indicate for each proposed candidate Technical Committee and/or External Affairs Leader the criteria set out in paragraphs 26.2 and 26.3 of the present Article. If there is no list or an incomplete list of candidate Technical Committee and/or External Affairs Leader(s), the General Assembly may freely elect without any formality one or more Technical Committee and/or External Affairs Leader(s) out of the Representatives of the Full Members.

- 26.6.** Regarding the members of the Executive Board referred to in the paragraph 26.2 (c) of this Article, there shall be at least one election for each of the positions within the Executive Board listed in paragraph 26.2 (c) of this Article and detailed in the internal rules, if any. When there are more than two (2) candidates for one (1) position within the Executive Board, the election shall be organised in two (2) voting rounds. At the end of the first voting round, only the two (2) candidates for the same position who have obtained the highest number of the votes cast by the Full Members present or represented shall run for the second voting round to determine the elected Technical Committee or External Affairs Leader for the position. At the end of the second voting round, the candidate as Technical Committee or External Affairs Leader who has obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented, shall be elected as Technical Committee or External Affairs Leader. If at the occasion of this second voting round, none of the two (2) candidates has obtained at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented, a new voting round shall take place according to the rules set out in the present paragraph. New voting rounds shall be organized according to the rules set out in the present paragraph until one (1) candidate Technical Committee or External Affairs Leader obtains at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.
- 26.7.** The detailed procedure for the election of the Technical Committee and/or External Affairs Leader(s) referred to in the paragraph 26.2 (c) of this Article shall be determined and further completed in the internal rules, if any.
- 26.8.** The mandate of a member of the Executive Board referred to in the paragraph 26.2 (c) of this Article terminates by expiry of his/her mandate as Technical Committee or External Affairs Leader. The mandate of a member of the Executive Board referred to in the paragraph 26.2 (c) of this Article terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Executive Board ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the member of the Executive Board represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the member of the Executive Board represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the member of the Executive Board represents, has substantially modified its activities.

- 26.9.** The mandate of a member of the Executive Board referred to in the paragraph 26.2 (c) of this Article also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a member of the Executive Board at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal.
- 26.10.** The members of the Executive Board referred to in the paragraph 26.2 (c) of this Article are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the President. In case of termination of the mandate of a member of the Executive Board for whatever reason, except the cases of automatic termination of the mandate of a member of the Executive Board, or dismissal, the member of the Executive Board shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.
- 26.11.** If the mandate of a member of the Executive Board referred to in the paragraph 26.2 (c) of this Article ceases before its term, for whatever reason, the Executive Board may freely appoint a new Technical Committee or External Affairs Leader for the remainder of the term, provided that the member of the Executive Board appointed fulfils the specific position of the replaced member of the Executive Board. The first upcoming General Assembly following the appointment shall confirm the mandate of the Technical Committee or External Affairs Leader appointed by the Executive Board. If the mandate of the Technical Committee or External Affairs Leader appointed by the Executive Board is confirmed by the General Assembly, this Technical Committee or External Affairs Leader shall terminate the mandate of his/her predecessor, except of the General Assembly decides otherwise. If the mandate of the Technical Committee or External Affairs Leader appointed by the Executive Board is not confirmed by the General Assembly, the mandate of said Technical Committee or External Affairs Leader shall terminate at the end of the meeting of the General Assembly, without prejudice of the regularity of the composition of the Executive Board until then.
- 26.12.** In case of termination of the mandate of a member of the Executive Board referred to in the paragraph 26.2 (c) of this Article for whatever reason, the member of the Executive Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and the services agreement provisions, if applicable.
- 26.13.** The Executive Board shall be chaired by the President. If the President is unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the Vice-President. If the President and the Vice-President are both unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the oldest member of the Executive Board (in age) present.
- 26.14.** The Executive Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Board.

Article 27. Powers

- 27.1.** The Executive Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or these Statutes. The Executive Board shall act as a collegial body (in French: "*organe collégial*" / in Dutch: "*collegiaal orgaan*").
- 27.2.** The Executive Board shall in particular have the following powers:
- (a) The transfer of the Association's registered office when it does not imply a change of language of these Statutes according to the legal provisions governing the use of official languages in Belgium;
 - (b) The development of a strategic vision for the longer-term development and positioning of the Association;
 - (c) The appointment of the representative of the Association within the European PPP on FCH structure, in particular for its Governing Board;
 - (d) The organisation, participation and planification of the European PPP on FCH and other FCH sector-related events which will benefit the Members;
 - (e) The determination of the positions, voting decisions and definition processes of the Association in the European PPP on FCH;
 - (f) The admission of new Members;
 - (g) The determination of an admission fee that a candidate to membership may have to pay;
 - (h) The admission in the membership in other associations, taking shares in other legal entities or participation in any business ventures or any other kind of organisation, except the membership in the European PPP for FCH;
 - (i) The election and dismissal of the representatives of the Association in the European PPP on FCH and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each representative will be granted and exercised as well as the conditions under which said mandate can be terminated, except if regulated by Article 48 of these Statutes;
 - (j) The determination of the scope, amount, payment and collection modalities of the project contributions, including the determination on the principal terms of implementation of the project contributions as well as the term of the related obligations by which the project contributions shall be implemented;
 - (k) The general management and administration of the Association;
 - (l) The monitoring of the budget expenditures and the allocation of the budget;
 - (m) The execution of the decisions of the General Assembly;
 - (n) The acknowledgement of the resignation of a Member pursuant to Articles 11.1 through 11.5 of these Statutes;
 - (o) The convening of the General Assembly;
 - (p) The adoption of the agenda of the meetings of the General Assembly, after preparation by the Person Entrusted with the Daily Management;
 - (q) The appointment and dismissal of the Person Entrusted with the Daily Management, including the discharge to be given;
 - (r) The hiring and the dismissal of the employees of the secretariat of the Association;

- (s) The proposal of the amount of the membership fees and project contribution fees and the calculation method of the membership fees and project contribution fees to the General Assembly;
 - (t) The determination of the annual strategic communication plans and the implementation of the modalities off any decision related thereof;
 - (u) The determination on the establishment of new communication platforms with other FHC sector;
 - (v) Upon receipt of the draft activity plan, if any, the draft annual accounts and the draft budget from the Person Entrusted with the Daily Management, the finalisation and approval of these documents that must be submitted to the General Assembly for approval, with the exception of the activity plan;
 - (w) Upon receipt of the non-binding advice of the General Assembly, the adoption, the amendment and the revocation of the internal rules, if any;
 - (x) The decisions to amend Article 44.2 of these Statutes;
 - (y) The adoption of propositions to be submitted to the General Assembly;
 - (z) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to a Coordination Group and the overseeing of this; and
 - (aa) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Roadmap Group(s) and/or Working Group(s) and the overseeing of this/these.
- 27.3.** If no Person Entrusted with the Daily Management is appointed in accordance with Article 40 of these Statutes, all the powers listed in Article 41 of these Statutes and specially entrusted to the latter by these Statutes will be exercised by the President or the Executive Board, upon decision of the Executive Board.
- 27.4.** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Executive Board shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.
- 27.5.** At any time, the Executive Board may delegate specific powers to one or more member(s) of the Executive Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

Article 28. Meetings

- 28.1.** The Executive Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President or at the request of two (2) members of the Executive Board, acting jointly, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the Vice-President. If the President and the Vice-President are both unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the oldest member of the Executive Board (in age).

Article 29. Proxies

- 29.1.** No member of the Executive Board may grant a proxy to another member of the Executive Board to be represented at a meeting of the Executive Board.

Article 30. Convening notices. Agenda

- 30.1.** The convening notices for the Executive Board shall be notified to the members of the Executive Board by the Person Entrusted with the Daily Management via regular means of communication at least three (3) calendar days before the meeting of the Executive Board. The convening notices shall mention the date, time and place of the meeting of the Executive Board. In addition, the convening notices shall mention if the members of the Executive Board can vote electronically. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Executive Board shall be prepared by the Person Entrusted with the Daily Management and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-President. If the President and the Vice-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest member of the Executive Board (in age).
- 30.2.** Each member of the Executive Board shall have the right to propose additional item(s) to be included on the agenda of the Executive Board, which shall be notified via regular means of communication to the President at least two (2) calendar days before the meeting. In such a case, the President shall inform the members of the Executive Board of the additional item(s) on the agenda of the Executive Board via regular means of communication at least one (1) calendar day before the meeting of the Executive Board.
- 30.3.** No vote shall be cast regarding an item that is not listed on the agenda, except if at least half of the members of the Executive Board are present at a meeting of the Executive Board and vote to proceed with such vote.
- 30.4.** Each member of the Executive Board shall have the right, before, during or after a meeting of the Executive Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Executive Board present at a meeting of the Executive Board shall be considered to have been regularly convened to this meeting.

Article 31. Presence quorum. Voting majority. Votes

- 31.1.** Unless otherwise stipulated in these Statutes, the Executive Board shall be validly constituted when at least half of the members of the Executive Board are present. In any case, the Executive Board shall always be constituted of at least two (2) members of the Executive Board physically or virtually present.
- 31.2.** If at least half of the members of the Executive Board are not present at the first meeting, a second meeting of the Executive Board may be convened pursuant to Article 30 of these Statutes, at least three (3) calendar days after the first meeting of the Executive Board. The second meeting of the Executive Board shall validly deliberate irrespective of the number

of members of the Executive Board present, in accordance with the voting majority stipulated in the paragraph 31.3 of the present Article.

- 31.3.** Unless otherwise stipulated in these Statutes, decisions of the Executive Board shall be validly adopted if they obtain at least a majority of two thirds (2/3) of the votes cast by the members of the Executive Board present. Each member of the Executive Board shall have one (1) vote.
- 31.4.** Blank votes, invalid votes and abstentions shall not be counted.
- 31.5.** A duly convened meeting of the Executive Board shall be validly held even if all or some of the members of the Executive Board are not physically present, but participate in the deliberations via any electronic means of communication that allow the members of the Executive Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Person Entrusted with the Daily Management shall set up the practical procedures to organise this in practice. In such a case, the members of the Executive Board shall be deemed present.
- 31.6.** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the members of the Executive Board may vote via electronic means during a meeting of the Executive Board. The Person Entrusted with the Daily Management shall take the necessary steps allowing the members of the Executive Board to vote electronically. The Person Entrusted with the Daily Management shall set up the practical procedures to organise this in practice, and shall ensure that the system for electronic voting used allows for (i) the identification of the members of the Executive Board having expressed their vote and (ii) the control of compliance with the prescribed time limit.

Article 32. Written procedure

- 32.1.** The Executive Board may take decisions via written procedure (which means regular/registered mail or any other means of written communication (including email, application or platform on a website)). In that case, the convening formalities referred to in Article 30 of these Statutes do not have to be complied with.
- 32.2.** For this purpose, the Person Entrusted with the Daily Management, upon request of the President, shall send a notice, including (i) the agenda and (ii) the proposals for the decisions to be taken via regular means of communication to all members of the Executive Board, with request to the members of the Executive Board to vote on the proposals and to send their vote(s) back via the mean of written communication designated by the Person Entrusted with the Daily Management and within the time limit mentioned in the notice.
- 32.3.** The decisions are deemed to have been taken if (i) at least fifty percent (50%) of the members of the Executive Board have sent their vote(s) back via the mean of written communication designated by the Person Entrusted with the Daily Management within the time limit, and (ii) if the items on the agenda have obtained at least a majority of two thirds (2/3) of the votes cast by the members of the Executive Board having sent their vote(s) back via the mean of written communication designated by the Person Entrusted with the Daily

Management. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

- 32.4.** The decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the members of the Executive Board.
- 32.5.** The decisions taken via written procedure shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the members of the Executive Board.

Article 33. Register of minutes

- 33.1.** Minutes shall be drawn up at each meeting of the Executive Board. They shall be approved and signed by the President and kept in a register of minutes. Copies of the minutes shall be sent via regular means of communication by the Person Entrusted with the Daily Management to the members of the Executive Board. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Board may consult it, without, however, displacing it.

TITLE VIII. PRESIDENT AND VICE-PRESIDENT/TREASURER

Article 34. Election and function of the President and Vice-President/Treasurer

- 34.1.** The General Assembly shall elect a President, and a Vice-President/Treasurer. The President, and Vice-President/Treasurer shall:
 - (a) Be two (2) distinct natural persons; and
 - (b) Be distinct Representatives of a Full Member.

Their mandate shall be non-remunerated. Their term of office is a two (2) years term, indefinitely renewable.

- 34.2.** Each new President, or Vice-President/Treasurer who is elected by the General Assembly to replace a President, or Vice-President/Treasurer, whose mandate has terminated before the expiry of his//her term, shall only be elected for the remainder of the term of the President, or Vice-President/Treasurer being replaced.
- 34.3.** The mandate of the President, and the Vice-President/Treasurer terminates by expiry of his/her mandate as President and Vice-President/Treasurer. The mandate of a President or Vice-President/Treasurer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a President or Vice-President/Treasurer ceases to be employed by or is no longer otherwise linked to the Full Member he/she is representing, or (iii) if the Full Member the President or Vice-President/Treasurer represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the President or Vice-President/Treasurer represents, is in a situation of judicial administration, or bankruptcy, judicial reorganisation, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member the President or Vice-President/Treasurer represents, has substantially modified its activities, or (vi) if a President

or Vice-President/Treasurer does no longer meet the criteria set out in paragraph 34.1 of the present Article.

- 34.4.** The General Assembly may further dismiss the President as President and the Vice-President/Treasurer as Vice-President/Treasurer at any time and shall not give reasons for its decisions, without any compensation or cost becoming due by the Association, and provided that the President or Vice-President/Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the dismissal. The concerned President or Vice-President/Treasurer shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.
- 34.5.** The President, and Vice-President/Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Executive Board. In case of the end of the mandate of the President, or the Vice-President/Treasurer for whatever reason, except the cases of automatic termination of their mandate as President and Vice-President/Treasurer, or dismissal, the President, or Vice-President/Treasurer as the case may be shall continue performing the duties of his/her office until the General Assembly has provided in his/her replacement within sixty (60) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 34.6.** In case of termination of the mandate of the President, or the Vice-President/Treasurer for whatever reason, the President, or Vice-President/Treasurer as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

Article 35. Powers of the President and Vice-President/Treasurer

- 35.1.** The President shall have the powers specifically granted to him/her by these Statutes. In particular, the President shall have the following powers:
- (a) Preparing for, attending and vote on behalf of the Association at the European PPP on FCH Governing Board meetings;
 - (b) Reviewing the annual European PPP on FCH status reports and provide updates to the Executive Board;
 - (c) Reporting to the Full Members on the progress achieved in the European PPP on FCH and beyond;
 - (d) Providing an action plan and an annual report on the activities of the Executive Board at the General Assembly;
 - (e) Maintaining regular correspondence with the Members;
 - (f) Participating in the dialogue with other European PPP on FCH partners and relevant external stakeholders on behalf of the Association;
 - (g) Representing the position of the Association with third parties;
 - (h) In collaboration with the Members, the Executive Board and/or the Person Entrusted with the Daily Management, communicating the official talking points of the Association;

- (i) Representing the Association at a European, international and national levels;
- (j) Supervising legal acts of the Association and ensuring the compliance of the Members with these Statutes, internal rules, if any, and Charter, if any, of the Association;
- (k) Adopting the agenda of the meetings of the Executive Board, after preparation by the Person Entrusted with the Daily Management;
- (l) Presiding the meetings of the General Assembly and the Executive Board;
- (m) Signing and approving the minutes of the meetings of the General Assembly and the Executive Board;
- (n) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (o) In the event of a tie vote, having the casting vote within the General Assembly.

35.2. If no Person Entrusted with the Daily Management is appointed in accordance with Article 40 of these Statutes, all the powers listed in Article 41 of these Statutes and especially entrusted to the latter by these Statutes will be exercised by the President or the Executive Board, upon decision of the Executive Board.

35.3. The Vice-President/Treasurer shall have the powers specifically reserved for him/her by these Statutes. As a general rule, the Vice-President/Treasurer shall: (i) replace the President in his/her absence and (ii) oversee the financial affairs of the Association and report in this respect to the Executive Board.

TITLE IX. COORDINATION GROUP, TECHNICAL COMMITTEE(S), ROADMAP GROUP(S), AND WORKING GROUP(S)

Article 36. Coordination Group

36.1. The Executive Board may establish, dissolve and delegate tasks to a Coordination Group. The Coordination Group shall have a supporting and strengthening role to the Executive Board on the support of the Technical Committee(s). It will provide advocacy, close cooperation and connection, coordinate Full Members' input in the European PPP on FCH. Its main task shall be to link and connect Technical Committee(s) and their respective members with the Executive Board and to assist the Executive Board in the organisation and management of European PPP on FCH activities.

36.2. Upon non-binding advice of the Coordination Group, the Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Coordination Group.

36.3. The Coordination Group shall be composed of the Technical Committee(s) Leader(s) and Deputy/Deputies.

36.4. The Coordination Group shall not represent the Association vis-à-vis third parties.

36.5. The Coordination Group shall always act under the responsibility of the Executive Board and shall report periodically to Executive Board on its activities, and/or at the request of the

Executive Board. The Executive Board and the Coordination Group shall meet every time it is needed and at least two (2) times a year to discuss and consult in relation to their respective activities, progress and European PPP on FCH advocacy input.

Article 37. Technical Committee(s)

- 37.1.** The General Assembly may establish, dissolve and delegate tasks to one or more Technical Committee(s). The Technical Committee(s) shall have a supporting role to the Association on specific issues. The Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Technical Committee(s).
- 37.2.** The Technical Committee(s) shall be composed of Representatives of Full Members who (i) must be experts in the respective fields covered by the Technical Committee(s) concerned and (ii) are able to substantially contribute to support the Executive Board. The Technical Committee(s) shall be chaired by a chairperson being a Representative and, as the case may be, one or more Vice-chairpersons may be appointed.
- 37.3.** The Technical Committee(s) shall not represent the Association vis-à-vis third parties.
- 37.4.** The Technical Committee(s) shall always act under the responsibility of the General Assembly and shall report periodically to General Assembly on its/their activities, and/or at the request of the General Assembly.

Article 38. Roadmap Group(s)

- 38.1.** The Executive Board may establish, dissolve and delegate tasks to one or more Roadmap Group(s). The Roadmap Group(s) shall have a supporting role to the Technical Committee(s) on specific issues. The Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Roadmap Group(s).
- 38.2.** The Roadmap Group(s) shall not represent the Association vis-à-vis third parties.
- 38.3.** The Roadmap Group(s) shall always act under the responsibility of the Executive Board and shall report periodically to Executive Board on its/their activities, and/or at the request of the Executive Board.

Article 39. Working Group(s)

- 39.1.** The Executive Board may establish, dissolve and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Executive Board on specific issues. The Executive Board shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and

drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Working Group(s).

- 39.2.** The Working Group(s) shall be composed of Representatives of Members who (i) must be experts in the respective fields covered by the Working Group(s) concerned and (ii) are able to substantially contribute to support the Executive Board. The Working Group(s) shall be chaired by a chairperson being a Representative and, as the case may be, one or more Vice-chairpersons may be appointed.
- 39.3.** The Working Group(s) shall not represent the Association vis-à-vis third parties.
- 39.4.** The Working Group(s) shall always act under the responsibility of the Executive Board and shall report periodically to Executive Board on its/their activities, and/or at the request of the Executive Board.

TITLE X. PERSON ENTRUSTED WITH THE DAILY MANAGEMENT

Article 40. Appointment and function of the Person Entrusted with the Daily Management

- 40.1.** The Executive Board may appoint and delegate the powers listed in Article 41 of these Statutes to a natural person or legal entity, being or not a member of the Executive Board, being or not the President and being or not a Representative, as Person Entrusted with the Daily Management. If the person entrusted with the powers listed in Article 41 of these Statutes is also the President or a member of the Executive Board, he/she shall carry the title of “Managing Director”. If the person entrusted with the powers listed in Article 41 of these Statutes is not a member of the Executive Board, he/she/it shall carry the title of “Secretary General”. For the purpose of the present Statutes, the Managing Director or the Secretary General shall be referred to as the “Person Entrusted with the Daily Management”.
- 40.2.** His/her/its office may be remunerated, if he/she is not a member of the Executive Board or a Representative of a Member. When a legal entity is appointed as Person Entrusted with the Daily Management, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Person Entrusted with the Daily Management in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Person Entrusted with the Daily Management. The Person Entrusted with the Daily Management’s mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Executive Board.
- 40.3.** The mandate of the Person Entrusted with the Daily Management terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Person Entrusted with the Daily Management is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

- 40.4.** Unless otherwise agreed, the Executive Board may dismiss the Person Entrusted with the Daily Management at any time and possibly with immediate effect, without (i) having to give reasons to its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 40.5.** The Person Entrusted with the Daily Management is free to resign from his/her/its office at any time by submitting, via special means of communication, his/her/its resignation to the Executive Board, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of the Person Entrusted with the Daily Management for whatever reason, except the cases of automatic termination of the mandate of the Person Entrusted with the Daily Management or dismissal, the Person Entrusted with the Daily Management shall continue performing the duties of his/her/its office until the Executive Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 40.6.** In case of the end of the mandate of the Person Entrusted with the Daily Management for whatever reason, the Person Entrusted with the Daily Management shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.
- 40.7.** The Person Entrusted with the Daily Management shall be a permanent observer at all the bodies of the Association, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Person Entrusted with the Daily Management.
- 40.8.** Notwithstanding the paragraph 40.7 of the present Article, the President may decide that the Person Entrusted with the Daily Management cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Executive Board.

Article 41. Powers of the Person Entrusted with the Daily Management

- 41.1.** The Person Entrusted with the Daily Management shall have the powers specifically granted to him/her/it by these Statutes. In particular, the Person Entrusted with the Daily Management shall have the following powers:
- (a) The daily management of the Association, within the approved budget;
 - (b) The recruitment of new Members;
 - (c) The monitoring of the relevant political and general legal developments of the FCH sector, particularly at the EU level (e.g. the existing and planned regulation acts of the EU relevant for the FCH sector);
 - (d) The technical assistance to the Technical Committee(s) Leaders and Deputies, roadmap leaders in the Technical Committee(s) activities such as roadmap updates, SRIA and AWP activities;

- (e) In cooperation with the President, the coordination and the organisation of the meetings of the General Assembly;
- (f) In cooperation with the President, the coordination and the organisation of the meetings of the Executive Board;
- (g) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (h) Submitting the applications for admission to membership to the Executive Board;
- (i) Executing the decisions of the Executive Board;
- (j) Sending the convening notices of the General Assembly and the Executive Board;
- (k) After consultation with the Vice-President/Treasurer, the preparation of the draft activity plan, if any, the draft annual accounts and the draft budget that must be submitted to the Executive Board for finalisation and approval;
- (l) The supervision of the financial affairs of the Association, under the supervision of the Vice-President/Treasurer; and
- (m) Ensuring the public relations of the Association, particularly regarding communication with third parties.

41.2. The Person Entrusted with the Daily Management shall always act under the responsibility of the Executive Board and within the approved budget. The Person Entrusted with the Daily Management shall report periodically to the Executive Board on his/her/its actions and activities, and/or at the request of the Executive Board.

41.3. If no Person Entrusted with the Daily Management is appointed, the powers listed in the present Article and specifically granted to him/her/it by these Statutes shall be exercised by the President or the Executive Board, upon decision of the Executive Board.

TITLE XI. LIABILITY

Article 42. Liability

42.1. The members of the Executive Board, the President, the Vice-President/Treasurer, the Technical Committee(s) and External Affairs Leaders, and the Person Entrusted with the Daily Management are not personally bound by the commitments of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

42.2. The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

Article 43. External representation of the Association

43.1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting alone, or by two (2) members of the Executive Board, acting jointly.

- 43.2.** Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Person Entrusted with the Daily Management, acting alone.
- 43.3.** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.
- 43.4.** In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Executive Board, the President acting alone, or two (2) members of the Executive Board, acting jointly, or, within the framework of daily management, by the Person Entrusted with the Daily Management, acting alone.

TITLE XIII. INTERNAL RULES AND PROCEDURES

Article 44. Internal rules and procedures

- 44.1.** To detail and complete the provisions of these Statutes, the Executive Board may adopt, amend and/or revoke internal rules. The Executive Board shall before adopting, amending and/or revoking the internal rules, request the non-binding advice of the General Assembly. After having received the non-binding advice of the General Assembly, the Executive Board shall resolve on the adoption, the amendment or the revocation of the internal rules. If the Executive Board decides to deviate from the non-binding advice of the General Assembly, it shall substantially and precisely give reasons for its decisions.
- 44.2.** On the date of the last amendments to these Statutes, the last version of the internal rules has been adopted on 14 December 2020.
- 44.3.** The Executive Board is further entitled to adopt Executive Board internal procedures and any other kind of statement that falls within the scope of its powers.

TITLE XIV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

Article 45. Financial year

- 45.1.** The financial year of the Association shall run from 1 January to 31 December.

Article 46. Annual Accounts. Budget. Activity plan

- 46.1.** The Executive Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget and the draft activity plan for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.
- 46.2.** Each year, within six (6) months following the end of the financial year, the Executive Board shall submit the draft annual accounts, the draft budget and the draft activity plan to the Ordinary General Assembly for approval.

- 46.3.** The draft annual accounts, the draft budget and the draft activity plan shall be circulated amongst all Members at least ten (10) calendar days before the Ordinary General Assembly. The annual level of project contributions shall be presented at the first upcoming General Assembly following the date on which these amounts are available.

Article 47. Auditing of the annual accounts

- 47.1.** If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian *“Institut des Réviseurs d’Entreprise / Instituut der Bedrijfsrevisoren”*, for a three (3) years term.
- 47.2.** If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.
- 47.3.** The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XV. EUROPEAN PPP ON FCH

Article 48. European PPP on FCH

- 48.1.** The Council Regulation that (will) replace(s) the Council Regulation (EU) No 559/2014 of 6 May 2014 establishing the Fuel Cells and Hydrogen 2 Joint Undertaking (hereafter: **“Council Regulation setting up the European PPP on FCH”**) provides that as a counterpart to EU funding, the members of the PPP (Hydrogen Europe ASIBL and the Association) and their own members will need to provide different types of private contributions and in particular a financial contribution of fourteen percent (14%) of EUR 30,193,000 (i.e. EUR 4,227,020).
- 48.2.** In kind contributions in operations (hereafter: **“IKOP”**)
- (a) In kind contributions in operations are contributions made by the Members and the members of Hydrogen Europe AISBL or their affiliated entities, consisting of the eligible costs incurred by them in implementing a project funded by the European PPP on FCH minus the contribution of the European PPP on FCH and any other EU contribution to those costs;
 - (b) The Council Regulation setting up the European PPP on FCH provides that, in order to generate a sufficient level of IKOP, the funding rates applied in projects funded by the European PPP on FCH may be lower than in the rest of the EU Framework R&I programme, Horizon Europe;
 - (c) The reporting and the calculation of IKOP is integrated in the grant management process managed by the programme office of the European PPP on FCH. It does not require additional actions from the Members.
- 48.3.** In kind additional activities (hereafter: **“IKAA”**)

- (a) 'Additional activity' means an activity outside the work programme of the European PPP on FCH, that does not receive financial support from the former and that contributes to its objectives and is directly linked to the uptake of results from projects under the European PPP on FCH or its predecessors or has a significant EU added-value (hereafter: **"Additional Activity"**);
- (b) 'In-kind contributions to additional activities' correspond to contributions by the Members and the members Hydrogen Europe AISBL or their affiliates consisting of the costs incurred by them in implementing Additional Activities minus any contribution to those costs from the EU (hereafter: **"In-Kind Contributions to Additional Activities"**);
- (c) All Members that are benefiting from funding from the European PPP on FCH or its predecessor shall contribute to the annual IKAA exercise consisting in declaring their planned Additional Activities for the year N+1, whilst reporting on and certifying these Additional Activities;
- (d) The Members that are not benefiting from the funding of the European PPP on FCH or its predecessor are encouraged to contribute to the IKAA annual exercise.

48.4. Financial contributions

- (a) The Council Regulation setting up the European PPP on FCH provides that fifty percent (50%) of the administrative costs of the European PPP on FCH shall be covered by means of financial contributions from the Members and the members Hydrogen Europe AISBL. These costs cannot exceed 5% of the public contribution;
- (b) The Association and Hydrogen Europe AISBL shall collect the financial contributions from their respective members in the form of a "project contribution" corresponding to a pre-defined percentage of each grant awarded by the European PPP on FCH. This percentage will be fixed in the internal rules by the Executive Board to achieve the amount due to the European PPP on FCH;
- (c) The Members and the members of Hydrogen Europe AISBL part of a consortium that has been awarded a grant from the European PPP on FCH shall introduce in the consortium agreement a clause organising the collect of the project contribution. Each such clause shall provide for payment of the project contribution from and under the first payment instalment received by the member beneficiaries under the relevant European PPP on FCH project;
- (d) The Members and the members of Hydrogen Europe AISBL part of a consortium that has been awarded a grant from the European PPP on FCH are jointly liable for the payment of the project contribution and shall organise the repartition of the payment among them;
- (e) If participants in the consortium are not yet Members of the Association or members of Hydrogen Europe AISBL, the participants that are Members shall invite

them to consider becoming a Member. This will have the benefits to allow them to provide their share of the project contribution.

- 48.5.** The obligation of the Member to pay its part of the project contribution shall survive its membership termination or exclusion from the Association.
- 48.6.** The obligations of the Member-coordinator resulting from and under the contractual clause shall survive its membership termination or exclusion from the Association.
- 48.7.** The collection of project contributions can be delegated to the outside source. Currently it is managed by Hydrogen Europe AISBL. The Association will support the executor in achieving the goals of the procedure.
- 48.8.** In case of failure by a Member or former Member to pay his part of the project contributions in accordance with the provisions of the contractual clause, Hydrogen Europe AISBL shall immediately upon that failure and automatically have a direct claim by way of invoicing against that Member or former Member for the payment of its part of the project contribution.
- 48.9.** In case of the failure by the Member-coordinator or former Member-coordinator to collect one or more other payments toward the project contributions in accordance with the provisions of the contractual clause, Hydrogen Europe AISBL shall immediately upon that failure and automatically have a direct claim upon that failure by way of invoicing against those Members beneficiaries or former Member beneficiaries of the relevant European PPP on FCH project for the payment of their uncollected part of the project contribution.
- 48.10.** In case of the failure by the Member-coordinator or former Member-coordinator to transmit collected payments toward the project contributions in accordance with the provisions of the contractual clause, Hydrogen Europe AISBL shall immediately upon that failure and automatically have a direct claim by way of invoicing against that Member-coordinator or former Member-coordinator for the payment of the collected and non-transmitted parts of the project contributions.

TITLE XVI. AMENDMENTS TO THESE STATUTES

Article 49. Amendments to these Statutes

- 49.1.** The General Assembly can validly decide on amendments to these Statutes only if (i) at least half of the Full Members are present or represented and (ii) the decisions to amend obtain at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 49.2.** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective

of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 49.1 of the present Article, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.

- 49.3.** By derogation to paragraph 49.1 of the present Article, the Board of Directors can also validly decide on amendments to Article 44.2 of these Articles of Association.
- 49.4.** The main terms of any proposal to amend these Statutes shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Members and the members of the Executive Board.
- 49.5.** The date on which the amendments to these Statutes shall enter into force shall be determined in the internal rules, if any, or by the decision of the General Assembly regarding the amendments to these Statutes.
- 49.6.** Any decision of the General Assembly relating to the amendments of these Statutes is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Statutes must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XVII. DISSOLUTION. LIQUIDATION

Article 50. Dissolution. Liquidation

- 50.1.** The General Assembly can validly decide on the dissolution of the Association only if (i) at least half of the Full Members are present or represented and (ii) the decision obtains a majority of at least a two-thirds (2/3) of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted.
- 50.2.** If at least half of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of these Statutes, at least twenty-eight (28) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members present or represented, in accordance with the voting majority stipulated in paragraph 50.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically or virtually present.
- 50.3.** Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Executive Board.
- 50.4.** Except in case of a dissolution and liquidation of the Association in a single notarial deed, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the

scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Executive Board shall be deemed to be jointly in charge of the Association's liquidation.

- 50.5.** The General Assembly shall also decide upon the allocation of the liquidation balance of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose similar or identical to the one of the Association as provided for in Article 4 of these Statutes.

TITLE XVIII. VARIA

Article 51. Notifications

- 51.1.** Any notice or other communication under or in connection with these Statutes shall be written in English, subject to compliance with the legal provisions governing the use of official languages in Belgium. Additionally, with respect of the sending of any notice or communication under or in connection with these Statutes, the terms below shall be defined as follows:

- "Regular means of communication" means regular mail or any other means of written communication (including email); and
- "Special means of communication" means registered mail or any other means of written communication (including email), with acknowledgment of receipt.

Article 52. Computation of time

- 52.1.** For the use of the computation of time limits set out in these Statutes, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

Article 53. Abstentions

- 53.1.** For the determination of the voting majorities set out in these Statutes, "abstentions shall not be counted" means that (i) the person having abstained shall not be taken into account in the number of persons present or represented on the basis of which the voting majority shall be calculated and (ii) the abstention shall neither be considered as a vote "in favour" nor a vote "against" the proposed decision.

Article 54. Secret ballot

- 54.1.** For the voting regulated in these Statutes, the term "secret ballot" means a voting method in which the voters' (i.e. the Full Members, the members of the Executive Board, etc.) votes

are anonymous. However, such a voting method shall not ensure anonymity of the votes vis-à-vis the bureau of the concerned meeting, the Person Entrusted with the Daily Management and the staff of the Association.

Article 55. Intellectual property

- 55.1.** The aim of the Association shall not be to create via its activities exploitable intellectual property. In the framework of a specific activity of the Association, before the beginning of or during the performance of this activity, if one of the Members deems it necessary, it may make a proposal of an intellectual property rights arrangement (hereafter: “**IPR Arrangement**”) to the other Members concerned. The concerned Members shall agree on the IPR Arrangement before starting or continuing of the activity.

Article 56. Varia

- 56.1.** Anything that is not provided for in these Statutes or the internal rules, if any, shall be governed by the provisions of Book 10 and any other provisions applicable to international non-profit associations of the companies and associations Code of March 23, 2019. In the event there is a conflict between these Statutes and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Statutes shall prevail.
- 56.2.** Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorisation from the Executive Board to do so. Members shall have no claim on the Association’s assets.
- 56.3.** For the performance of their duties, members of the Executive Board may elect domicile at the registered office of the Association.
- 56.4.** The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Statutes are written in French and English, but only the French version shall be the official text.

[The change of corporate name shall be included as the first resolution to be adopted by the EGA in the notarial deed and the abbreviation “HER” shall be added. Subsequently, a resolution regarding the appointment of the Person Entrusted with the Daily Management shall also be added in the notarial deed][Remark to the attention of EY Law]

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