

The Technical Association of the European Natural Gas Industry

STATUTES

This revised English version of the MARCOGAZ Statutes has been unanimously approved by the MARCOGAZ General Assembly on 31st October 2008.

1. NAME, STATUS AND REGISTERED OFFICE

1.1. The name of MARCOGAZ shall be:

MARCOGAZ
The Technical Association of the European Natural Gas Industry

1.2. MARCOGAZ is a non profit International Association under Belgian Law of 27 June 1921 on non-profit associations, non-profit international associations and foundations-(hereinafter referred to as the "Law").

1.3. MARCOGAZ offices shall be in Belgium, in the Brussels area.
Presently, MARCOGAZ offices are located at 4, avenue Palmerston, 1000 Brussels. This office can be transferred to any other location in Brussels area by decision of the General Assembly (recorded in the corresponding approved minutes). This transfer shall be published in the "Moniteur belge" and the "Service public fédéral Justice" shall be informed of it within one month after the decision has been taken.

2. SCOPE AND OBJECTIVES

2.1. Scope

The scope of MARCOGAZ covers any technical and related issues relevant to gas infrastructure, gas utilisation, environment and health and safety in Europe.

2.2. Objectives

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

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

2.3. Activities

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

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

3. **MEMBERSHIP**

3.1. General

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

The membership shall be open to Gas Industry Associations, Companies or Organizations having an interest in natural gas or in non conventional gases.

3.2 Membership categories

The Association shall have the following membership:

❖ **Category A: Charter Members**

National Gas Association or, if not existent, a leading Gas Company in a Country
One Country is represented by one Charter member

❖ **Category B: Corporate Members**

Companies having an interest in the Natural Gas Industry and which wish to be involved in MARCOGAZ activities

❖ **Category C: Associated Members**

European & International Organizations / Associations which have an interest in the evolution of the gas business

3.3 Admission

Application for membership shall be sent in written form to the MARCOGAZ registered office for submission to the Executive Board. Decisions on admissions shall be taken by the Executive

Board by a majority of two thirds of the members present, under condition of confirmation by the next General Assembly. Any decision to refuse the admission shall be done in writing. If admission is refused, the applicant may submit the decision in question to the General Assembly which shall decide on admission by a two third majority of the votes of members present or represented.

3.4 Termination

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

3.5 Exclusion

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

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

3.6 Member's Rights and Obligations

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

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

Members are entitled to nominate participants in all MARCOGAZ Committees and Working Groups.

4. **MEMBERSHIP FEES**

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

The annual fee (full fee) is normally equal for each Charter Member.

Any exemption from this principle shall be approved by the General Assembly.

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

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

5. GENERAL ASSEMBLY

5.1. Powers

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

The General Assembly shall be competent particularly to:

- Adopt and amend the present Statutes;
- Confirm the composition of the Executive Board;
- Dismiss Executive Board Members (majority of two thirds of the members present or represented required);
- Elect and dismiss MARCOGAZ President and Vice-President (the President and the Vice-President must be members of the Executive Board);
- Confirm decisions of the Executive Board accepting new Members;
- Decide on new memberships refused by the Executive Board;
- Decide on exclusions of Members;
- Discuss and formulate MARCOGAZ general policy;
- Oversee the implementation of policy by the Executive Board;
- Approve annual budget and accounts;
- Approve annual activity reports and programme of future work;
- Appoint persons to honorary position with MARCOGAZ;
- Decide on the dissolution;
- Set the amount of fees payable by the members.

5.2. Composition

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

The Chairmen or Secretaries of MARCOGAZ Committees are invited to attend the General Assembly.

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

5.3. Decision making process

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

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

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

Each Member and the President have one vote. A member may appoint another member to represent it as long as the member has provided the secretariat with a written proxy. Each Member cannot have more than one proxy.

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

5.4. Meetings

The General Assembly shall meet once a year at the registered office or in any other places to be specified in the invitation for the meeting. The invitation is made by letter, fax, e-mail or any other method of communication. The invitation is made by the General Secretary and shall be given at least one month before the date of the meeting, and specify the points on agenda.

An Extraordinary General Assembly can possibly be held, when considered necessary by the President or when requested by at least half of the MARCOGAZ Members.

5.5. Amendments to the Statutes

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

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

Amendments to these statutes shall not become effective until ratified either by the King or by the Minister with competence for legal affairs or his deputy, in accordance with article 50 paragraph 3 of the Law and until such time as the conditions with regard to public notice as provided under article 51, paragraph 3 of the Law have been met.

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

6. PRESIDENT AND VICE PRESIDENT

6.1. General

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

The Marcogaz President shall be elected among the Executive Board members representing a Charter Member paying the full fee.

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

The Vice-President replaces the President in case of his absence.

6.2. Powers

The President shall be responsible for:

- The representation of MARCOGAZ towards outside organisations, Public authorities, and Courts.
- Convening the General Assembly and the Executive Board meetings, inviting guests when considered appropriate.

- Signing Instruments binding MARCOGAZ.
- The financial and other powers that the Executive Board may delegate on him.

7. EXECUTIVE BOARD

7.1. Nomination

Each Charter Member appoints one representative to the Executive Board.

7.2. Powers

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

The Executive Board shall particularly be competent to:

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

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

On request of the Marcogaz Committees non permanent working groups can be set up by the Executive Board.

7.3. Composition

The Executive Board should be composed of one representative of each country represented, including the President and the Vice-President, representing at least 50% of the MARCOGAZ Members. Standing Committee Chairmen are Executive Board Members.

A member may appoint another member to represent it as long as the member has provided the secretariat with a written proxy. Each Member cannot have more than one proxy.

Members of the Executive Board shall have the authorisation to commit the Company or Organisation they represent on the issues on which the Executive Board has to decide.

The Committee Chairmen shall report on their activities during the Executive Board meetings.

The mandate shall expire in the following circumstances: death, resignation, legal incapacity and dismissal.

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

In case of vacancy, a new member can be appointed on a temporary basis by the other members of the Board.

7.4. Decision making process

The principle of decision making in the Executive Board is consensus.

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

7.5. Meetings

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

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

The President may invite guest participants to the meetings.

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

8. SECRETARY GENERAL

The Secretary General shall attend the General Assembly and Executive Board meetings with no voting rights.

The Secretary General shall be responsible for:

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

9. COMMITTEES

9.1. General

The terms of reference for each Committee are prepared and presented by the relevant Chairman to the General Assembly.

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

9.2. Chairman and Secretariat

The Chairman is appointed by the Executive Board on the recommendation of the relevant Committee for a two year period. Re-appointment is possible.

Committee Chairmen shall be proposed by Charter Members or Corporate Members.

A secretary shall be appointed to the Committee Chairman.

9.3. Composition

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

9.4. Decisions and Reporting

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

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

9.5. Implementation of Decisions

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

9.6. Working Groups

To deal with specific issues creation of non permanent working groups can be proposed by the relevant Committee to the Executive Board, including a proposal for chairmanship.

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

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

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

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

11. BUDGET AND ACCOUNTS

MARCOGAZ financial year shall extend from January 1st to December 31st of each year. At the end of each financial year, the Secretary General shall prepare the accounts for the past financial year and also the budget for the coming financial year. In accordance with Article 53 of the Law, the Executive Board shall then agree on the accounts for the past financial year and on the budget for the coming financial year and submit them to the General Assembly for approval.

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

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

The accounts are, as required by Article 51 of the Law, transmitted to the "Service Public Fédéral Justice".

12. DISSOLUTION

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

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

In accordance with the law, the net assets after dissolution will be allocated to a disinterested purpose.

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

13. GENERAL PROVISIONS

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

All matters which are not covered by the statutes or internal rules shall be governed by the provisions of the Law.

The official MARCOGAZ language is English.

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

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

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