



# **UNION PÉTROLIÈRE EUROPÉENNE INDÉPENDANTE**

**Association loi 1901**

**Registered at the Préfecture Police de Paris n° W751056460**

## **STATUTES**

Only the French Text is authentic

**updated on 16 May 2014**

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# **STATUTES OF THE UNION PÉTROLIÈRE EUROPÉENNE INDÉPENDANTE**

## **PREAMBLE**

On 18 May 1962 associations of the independent petroleum trade founded the

### **Union Pétrolière Européenne Indépendante (UPEI).**

Pursuant to the Act of the French Republic dated 1 July 1901, UPEI was registered with the Préfecture de Police on 25 June 1962 .

Following the accession of additional countries to the European Union and the admission of other associations to UPEI in accordance with the Statutes of UPEI in force at the time, UPEI has adopted the following new Statutes by resolution of the General Meetings of 12 March 1997 (with amendments from April 2001, October 2004, April 2011 and May 2014):

## **Article 1 - Name**

The name of the Association is the

### **Union Pétrolière Européenne Indépendante**

The working language of UPEI is English and UPEI shall be known in English as the “Union of European Petroleum Independents”.

## **Article 2 – Membership**

The membership of UPEI comprises national associations of companies of the independent energy trade, hereafter referred to as national associations, together with companies, both of which are primarily active in the import, wholesale and retail trade in Europe.

- (1) Any national association or company as defined above may apply to become full members of UPEI. Decisions on full membership shall be taken by the General Meeting in accordance with article 6.
- (2) Associate membership is possible for other associations and companies which support the aims of UPEI as defined in article 3, but which are not eligible for full membership. Companies which are members of national associations that are full members of UPEI are also eligible to be associate members. Decisions on associate membership shall be taken by the General Meeting in accordance with article 6. Associate Members have no vote in UPEI.
- (3) On a proposal by the Presiding Board, guest membership can be granted to associations and companies who are eligible and interested to apply for full or associate membership. Guest membership may be granted for a maximum period of 6 months. Guest members have no vote in UPEI. Decisions on guest membership are subject to approval by the General Meeting in accordance with article 6.

### **Article 3 – Objective**

UPEI is an umbrella organisation of the independent European energy trade.

- (1) The objective of UPEI shall be to safeguard and represent the national associations and companies defined in Article 2 and their general interests.
- (2) UPEI is a non-profit making organisation.
- (3) UPEI maintains a code of ethics policy.

### **Article 4 - Withdrawal or Exclusion**

- (1) Membership may be terminated by
  - voluntary withdrawal,
  - exclusion.
- (2) Voluntary withdrawal shall be made by registered letter to the current President of UPEI, with effect from the end of a calendar year subject to six months' notice.
- (3) Exclusion of a member shall take place if a member does not respect the Statutes or the decisions of the organs of UPEI, or if the member fails to discharge its payment obligations despite receiving a warning. The member must first be notified that exclusion proceedings may be instituted against it. It shall have an opportunity to reply. Exclusion of a member shall be subject to a decision by the Membership in accordance with article 6.
- (4) On termination of membership of UPEI, a member shall not have any claim on the assets of UPEI. Termination of membership shall not cancel the member's obligation to pay any outstanding debts.

### **Article 5 - Organs**

The organs of UPEI shall be:

- the General Meeting
- the Presiding Board
- the Secretary General.

### **Article 6 - General Meeting**

- (1) The General Meeting shall consist of representatives appointed by each full member. Associate and guest members may attend but have no voting rights.
- (2) With regards to voting rights of full members:
  - Each national association shall have one vote.

- Each company shall have one vote, unless there is more than one company from a given country, in which case those companies shall collectively have one vote.
- (3) The General Meeting shall be entitled to take decisions on measures to achieve the objectives of UPEI pursuant to Article 3. It shall in particular approve the budget, adopt the annual income and expenditure statement, and the contributions of the members, according to the agreed fee structure.
  - (4) Except as otherwise stipulated in the Statutes, the General Meeting shall take decisions by simple majority. Decisions may only be taken if at least fifty percent of the full members are present or represented. Abstentions shall be taken into account. Representation of full members by proxy at General Meetings is authorised. All decisions adopted by the General Assembly shall be applicable to all Members.
  - (5) In case of urgency, decisions falling under the scope of article 6 may be taken outside of the General Meeting by electronic mail. In such instances, the draft decision shall be communicated to the members by the President. A simple majority of all full members shall be required, except as otherwise stipulated in the Statutes.
  - (6) The General Meeting shall be convened at least twice a year.
  - (7) In the interest of UPEI, guests may be invited on the initiative of the President, to attend the General Meetings.
  - (8) The costs associated with the General Meetings will be apportioned amongst the members who have participated, according to their attendance, unless otherwise agreed by the General Meeting.

### **Article 7 - Presiding Board**

1. The Presiding Board is responsible for the execution of the decisions taken by the General Meeting. It maintains an overview of policy and strategic direction. It is especially responsible for the task of providing vision for the overall strategy (including communications strategy). It is responsible for the financial and legal accountability of UPEI. On an annual basis, it will present for approval by the General Meeting the draft budget and accounts. The Presiding Board shall instruct and supervise the Secretary General as well as provide him/her with policy support, as required. The Presiding Board may delegate specific tasks to one of its members and/or to the Secretary General. It may equally delegate special powers to other persons in the form of special tasks.
2. The Presiding Board is composed of a minimum of 3 and a maximum of 5 persons: A President and between 2 and 4 Vice Presidents.
3. The President and Vice Presidents of the Presiding Board shall be elected by the General Meeting on the basis of nominations from the meeting. Prior to this election, the General Meeting shall determine the number of Vice Presidents to be appointed. Every voting member of UPEI shall have the right to put forward nominations. Voting shall be by secret ballot if so requested at the meeting. The members of the Presiding Board shall be elected for a period of three years. No more than 2 members of the Board shall be of the same nationality or from the same company.

4. The Presiding Board shall represent UPEI vis-à-vis the institutions of the European Union, other international organisations, associations and other third parties. The members of the Board may establish and maintain contacts with the national governments of member states of the European Union if expressly requested to do so or if such contacts are previously agreed with the full members concerned.
5. The Presiding Board shall meet on a regular basis. It shall be convened by the President who may do so either on his own initiative or on the basis of a request submitted jointly by two Vice Presidents. The President shall preside over these meetings. The members of the Presiding Board shall have equal voting rights. For all questions submitted to a vote, the Presiding Board shall decide by simple majority. In the event of a split vote, the President shall have the casting vote.
6. The President shall convene and chair the General Meetings.
7. In the event that a member of the Presiding Board resigns or is persistently unavailable to fulfil his/her duties, the remaining members of the Presiding Board will call for an election at the first General Meeting following the start of such unavailability, in order to appoint a replacement.
8. The General Meeting may recall a member of the Presiding Board if the latter wilfully does not respect the Statutes and thus the principles and interest of UPEI and its Members. The member in question shall have an opportunity to reply.

#### **Article 8 - Secretary General**

- (1) The Secretary General shall run the affairs of UPEI in accordance with the instructions of the Presiding Board to which he/she reports.
- (2) The Secretary General shall be proposed by the Presiding Board and the nomination shall be subject to the decision of the General Meeting.
- (3) The Secretary General shall take part, in an advisory capacity, in all meetings of the Presiding Board and the General Meeting and shall act as Secretary for these meetings.

#### **Article 9 – Expenditure**

Membership fees and any other agreed costs are to be paid in full within 15 days of the date of the invoice.

#### **Article 10 - Seat of UPEI**

The seat of UPEI shall be Paris. UPEI is registered with the Préfecture de Police there in accordance with the regulations on registration of associations.

The seat of the Secretary General may differ from the seat of UPEI, subject to the decision of the General Meeting, based on a proposal by the President.

## **Article 11 - Amendments to the Statutes**

Amendments to the Statutes shall require a three-quarters majority of the General Meeting.

These Statutes shall enter into force on 1 January 1998.

Done in Paris on 1 October 1997 / Amendment on 4 April 2001 in Brussels /  
Amendment on 15 October 2004 in Madrid/Amendment on 13 April 2011 in Brussels /  
Amendment on 16 May 2014 in Brussels.

The President