



UPEI – Europe’s Independent Fuel Suppliers

STATUTES

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Only the French Text is authentic

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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, May 2014).

On 25 June 2020, UPEI General Meeting decided to transfer the seat from Paris to Brussels, and to transform the French association into an International Non-Profit Association under Belgian law, in accordance with art. 14:64 and following the Company and Association Code.

Since an International Non-Profit Association acquires legal personality on the date of the publication of the Royal Decree providing for its recognition, the transfer will take effect only when the Royal Decree will be published.

Article 1 - Name

The name of the Association is the “Europe’s Independent Fuel Suppliers”, abbreviated as UPEI.

The working language of UPEI is English.

The association is established as an International Non-Profit Association (hereafter INPA), subject to the Company and Association Code (hereafter CAC) of 23 March 2019, published in the Belgian Official Journal on 4 April 2019.

The INPA is constituted for an unlimited duration.

All acts, invoices, announcements, publications, letters, orders, websites and other material in electronic form of not, from the INPA, shall mention the following elements: 1) the name of the INPA, 2) its legal form, in full or in short, 3) the address of the registered office, 4) the enterprise number, 5) a mention of the “register of legal persons” and the competent jurisdiction based on the address, 6) when appropriate, the email address and website of the INPA and, 7) if need be, the fact that the INPA is into liquidation.

Article 2 – Registered office

The registered office of the INPA is located in the Brussels Capital-Region.

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 3 – Non-profit international goal and subject

UPEI is an umbrella organisation of the independent European energy sector. It is an international non-profit making association.

The international and non-profit objective of UPEI shall be to safeguard and represent the national associations and companies defined in Article 4 and their general interests.

The activities aiming at achieving UPEI objectives include:

- representing the views of its members to European policy-makers;
- contributing to the development of effective policy solutions in the formulation of laws and regulations;
- informing its members about European policy and legislative developments of relevance;
- conducting studies and research, organising events, meetings and working groups to facilitate communication between its members and other stakeholders.

Article 4 – Membership

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

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. Any national association or company as defined above but operating exclusively outside the European Union, may apply for a maximum reduction of 50% to the full membership fee of an equivalent national association or company from an EU country. In all circumstances, the membership fee should not fall below the minimum fee foreseen by UPEI fee structure.
3. 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 7. Associate Members have no vote in UPEI.
4. 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 7.

If no concern is raised, a company or association which was granted guest membership may automatically become a full or associate member at the end of the trial period.

5. All members must comply with the Statutes of the Association, its internal rules and regulations, including its code of ethics, and the decisions adopted by the General Meeting. All members shall pay an annual membership fee as determined by the General Meeting.

Members have all rights and duties granted in accordance to the CAC and present statutes. As members, they shall not be hold responsible for commitments undertaken by the INPA.

Article 5 - 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 7.
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.
5. No member may assert or exercise any claim on the assets by virtue of its membership alone. This exclusion of rights on assets applies at all times: during the period in which the interested party is a member, at the time when this quality ceases to exist for any reason whatsoever, at the time of dissolution of the INPA, etc.

Article 6 - Organs

The organs of UPEI shall be:

- the General Meeting (= the general assembly of members)
- the Presiding Board (= the administrative body)
- the Secretary General (= the day-to-day management body)

Article 7 - General Meeting

1. The General Meeting shall consist of all full members. During meetings, it 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. Decisions may only be taken if at least fifty percent of the full members are present or represented. Except as otherwise stipulated in the CAC or the Statutes, the General Meeting shall take decisions by simple majority of the valid votes of the full members present or represented. Abstentions and null votes shall be counted as negative votes. All decisions adopted by the General Assembly shall be applicable to all Members.
5. Members who cannot be present at the meeting can be represented by other members with proxies.
6. The General Meeting can be held by any means of telecommunication allowing an effective and simultaneous deliberation between all the participants, such as a conference call or video. A member participating in such a conference is deemed to be present in person at the meeting and has the right to vote and to be taken into account for the calculation of the quorum. Such a meeting is deemed to take place where the largest group of members participating in the conference is assembled, or, failing this, at the headquarters of the Association.
7. 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, and unanimity shall be required for approval. The written decision shall be ratified at the next General Meeting.
8. The General Meeting shall be convened at least twice a year.
9. In the interest of UPEI, guests may be invited with the agreement of the President, to attend the General Meetings.
10. 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.

11. The Annual General Meeting shall be held during the first six months of the year at the registered office or at any other place indicated on the invitation. The invitation is sent at least 14 days before the date of the General Meeting to all members, administrators, the auditor if any, by e-mail to the last address that the member, administrator, the auditor if any, communicated to this effect to the Secretary General.
12. Meetings are convened by the President upon his/her initiative or when a fifth of the members so request. The convocation will be accompanied by a draft agenda determined by the Presiding Board.

Article 8 - 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. It provides an update on the budget at each General Meeting, raising potential issues. 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 administrators: a President and between 2 and 4 Vice-Presidents. The General Meeting shall determine the number of Vice Presidents.
3. The administrators shall be elected by the General Meeting on the basis of nominations from the meeting. 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. Each administrator shall be elected for a period of three years. No more than one administrator shall be of the same association or company. In case of vacancy, the Presiding Board cannot co-opt a new administrator.
4. The Presiding Board shall collegially represent UPEI vis-à-vis the institutions of the European Union, other international organisations, associations and in all judicial and extrajudicial acts. It represents the INPA by the majority of its members. 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. Without prejudice to the power of general representation of the collegial Presiding Board, the INPA shall also be duly represented in all judicial and extrajudicial acts by two administrators, including the President.
6. The Presiding Board or the administrators representing the INPA can appoint agents of the INPA. Only special proxies or proxies limited to a specific legal act or to a series of specific legal acts are authorised. The agents engage the INPA within the limits of the

power of attorney that has been granted to them and whose limits are enforceable against third parties in accordance with the legal provisions relating to mandates.

7. 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.
8. Decisions may only be taken if at least the majority of the administrators is present or represented at the meeting. 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.
9. The President shall convene and chair the General Meetings.
10. In the event that an administrator 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.
11. The administrators can be dismissed at any time and with immediate effect by the General Meeting which decides independently and without any other reason. Any member of the Presiding Board may resign by simple notification to the President of the Presiding Board.
12. The decisions of the Presiding Board may be taken by the unanimous written agreement of all the administrators.

Article 9 - 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, and the day-to-day management is delegated to him/her. The Secretary General shall be proposed by the Presiding Board and the nomination shall be subject to the decision of the General Meeting.
- (2) In accordance with the law, the day-to-day management includes both acts and decisions not exceeding the needs of the daily life of the INPA, as acts and decisions which, either because of the 'minor interest they represent, either because of their urgency, do not justify the intervention of the Presiding Board.
- (3) The power of day-to-day management concerns both internal decision-making power and the power of external representation relating to this management.
- (4) 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 10 – Publications

The appointment of the members of the Presiding Board, the Secretary General and of the persons empowered to represent the INPA, as well as the termination of their function, are

made public by deposit in the association's file, and by publication of an extract to the Annexes to the Belgian Official Journal. These documents shall in any case show whether the persons representing the INPA, engage the INPA individually, jointly or in college, and specify the extent of their powers.

Article 11 – Expenditure

Membership fees and any other agreed costs are to be paid in full within 1 month of the date of the invoice.

Article 12 - Accounting

The financial year begins on 1 January and ends on 31 December.

The accounts are kept in accordance with the provisions referred to in art. 3:47 of the CAC and to the royal decree of 29 April 2019.

The Presiding Board submits the annual accounts for the previous financial year for approval to the Annual General Meeting.

The annual accounts of the INPA are filed in accordance with the provisions of art. 3:47, § 7 of the CAC and the royal decree of 29 April 2019.

Article 13 - Amendments to the Statutes

Decisions on amendments to the Statutes may only be taken if at least fifty percent of the full members are present or represented.

Amendments to the Statutes shall require a three-quarters majority of the full members present or represented in the General Meeting.

If the required attendance quorum is not reached, a new meeting is convened with the same subject on the agenda. It validly decides by a majority of three-quarters of the votes, regardless of the number of full members present or represented. The second meeting cannot happen less than 15 days after the first meeting.

Any modification of Article 3 on the aims and activities of the association must be approved by means of a royal decree.

The following changes can only be made by deed:

- the attributions, the mode of convocation and the mode of decision of the INPA General Meeting, as well as the conditions under which its resolutions are brought to the attention of the members;
- the conditions for amending the statutes;
- the conditions of dissolution and liquidation of the INPA and the non-profit objective to which the INPA must assign its assets in the event of dissolution.

Article 14 – Dissolution

The deliberation and the discussion relating to the dissolution respect the quorum and the majority required for a modification of the aims and activities of the association. From the dissolution decision, the INPA will mention on all the documents emanating from the association that it is an “INPA in dissolution”.

In the event of dissolution, the General Assembly appoints a liquidator whose mission it will define.

In the event of dissolution and liquidation, the assets of the INPA must be allocated to another non-profit association pursuing a similar or related aim. The Presiding Board shall be responsible for the implementation of this decision.

The President