

**Bylaws of  
Hydrogen Europe AISBL**

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

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**TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

**Article 1. Name. Legal form. Term**

**1.1** The international non-profit association named “Hydrogen Europe” (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.

**1.2** In some regulations and documents of the European Union (hereafter: “EU”), the Association is still designated by its former legal names, i.e. “New Energy World Industry Grouping” or “The European Industry Grouping for a Hydrogen and Fuel Cells Joint Technology Initiative”, abbreviated “NEW-IG”, “IG”, or “Industry Grouping”.

**Article 2. Registered office**

**2.1** The registered office of the Association is located in the region of Brussels-Capital.

**2.2** The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors, provided that said transfer will not imply a change of the language of these Bylaws according to the legal provisions governing the use of official languages in Belgium.

**2.3** If the transfer of the registered office of the Association implies a change of the language of these Bylaws 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 according to the presence quorum and voting majority stipulated in Article 24 of these Bylaws.

**2.4** The Association may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. OBJECT**

### **Article 3. Non-profit purpose**

**3.1** The vision of the Association is to achieve a net zero-emission society enabled by clean hydrogen technologies.

**3.2** The mission of the Association is to enable the adoption of clean hydrogen as an abundant and reliable energy carrier and feedstock which efficiently fuels Europe's net-zero economy.

**3.3** The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:

(a) Bring together diverse industry players, large enterprises and small and medium-sized enterprises (hereafter: "SMEs"), national hydrogen associations, non-governmental organisations (hereafter: "NGOs") and other relevant organisations which support the delivery of clean hydrogen and fuel cells technologies in line with the vision and mission of the Association;

(b) Promote national, European and international policies and initiatives that strengthen the full development of European and global hydrogen technologies and clean hydrogen markets;

(c) Promote and coordinate research, development and innovation of clean hydrogen technologies;

(d) Be the sole and united voice of the European hydrogen industry through the joint efforts of its Members at European level; and

(e) Be the driving force for the future direction of the hydrogen sector.

### **Article 4. Object**

**4.1** 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 purpose. 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) Effectively and convincingly communicate and engage in political decision-making processes;

(b) Promote the interests of the hydrogen industry to decision-makers in politics and business;

- (c) Strengthen the capacity of the national associations;
- (d) Coordinate industry at all levels, including with the European institutions and in the Member States, in cooperation with its Members;
- (e) Be a key information source of high quality, credible and accurate data;
- (f) Organise and arrange congresses, conferences, seminars, workshop and other programs, convening and events which are key meeting points for the hydrogen industry, setting the political agenda as well as providing the best networking and business opportunities;
- (g) Participate in the creation of public-private partnerships (hereafter: “PPPs”) and consortiums in the sector of hydrogen such as the Fuel Cells and Hydrogen Joint Undertaking (FCH JU and FCH 2 JU) which are carried out together with the European fuel cells and hydrogen research community represented by Hydrogen Europe Research AISBL registered with the Crossroads Bank for Enterprises under the enterprise number 0897.679.372 (RLE Brussels) (hereafter: “Hydrogen Europe Research AISBL”) and the European Commission;
- (h) Coordinating and managing the PPPs and or consortiums and collect contributions from the members to the PPPs and/or consortiums;
- (i) Disseminate information and issue publications;
- (j) Collect and analyse statistical data; and
- (k) 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.

**4.2** The activities of the Association can be of a commercial and profitable nature, provided always that the profits generated through these activities shall at all times and entirely be affected to the realisation of the non-profit purpose of the Association.

**4.3** 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 III. MEMBERS**

#### **Article 5. Membership**

**5.1** The Association shall have the following membership categories:

- (a) The Corporate Members composed of (i) Industry Corporate Members and (ii) Non-Industry Corporate Members;
- (b) The Non-Profit Members composed of (i) European National Hydrogen Associations, (ii) Non-European National Associations and (iii) other Non-Profit Members; and

(c) The Project Members.

**5.2** The Industry Corporate Members and the European National Hydrogen Associations are Full Members which shall enjoy all membership rights, including voting rights.

**5.3** The Non-Industry Corporate Members, the Non-European National Associations, the other Non-Profit Members and the Project Members are Associate Members which shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include voting rights. If the rights specifically granted to and/or the obligations of the Associate Members pursuant to these Bylaws are amended in accordance with Article 50 of these Bylaws, the Associate Members shall neither be consulted nor have voting rights.

**5.4** The Association shall always consist of at least three (3) Full Members.

**5.5** All references in these Bylaws to “Member” or “Members” without any other specification are references to Full Members and Associate Members collectively.

**5.6** The rights and obligations of the Members shall be as defined in and pursuant to these Bylaws.

## **Article 6. Corporate Members**

**6.1** The category of Corporate Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having the legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Being a for-profit legal entity, i.e. a legal entity having as purpose to generate profits to be distributed between its founders, shareholders and/or directors;
- (d) Having its registered office or its principal place of business in the territory being composed of (i) the EU, (ii) the European Economic Area (hereafter: “**EEA**”), (iii) associated countries to the European R&I framework programme (hereafter: “**Associated Countries**”), and (iv) EU candidate countries (hereafter: “**Candidate Countries**”), or (v) the United Kingdom; and
- (e) Complying with Article 13 of these Bylaws.

**6.2** The category of Corporate Membership is divided in the following subcategories:

- (a) The category of industry corporate members is open and accessible to any legal entity (i) having activities in the sectors of (aa) the research and development, (bb) the demonstration, (cc) the industrialisation, and/or (dd) the deployment of hydrogen and fuel cells in the EU, the EEA, or the United Kingdom or (ii) having a

concrete plan to develop such activities within two (2) years as from its admission (hereafter: “**Industry Corporate Members**”); and

- (b) The category of non-industry corporate members is open and accessible to any legal entity being active in the finance, consultancy or any other sector and (i) having in one of these sectors activities relating to hydrogen and fuel cells projects in the EU, the EEA or the United Kingdom or (ii) having a concrete plan to develop such activities within two (2) years as from its admission (hereafter: “**Non-Industry Corporate Members**”).

**6.3** For the purpose of Article 12 and Article 27 of these Bylaws, the Industry Corporate Members and the Non-Industry Corporate Members shall be divided in the following size-based categories in accordance with the Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (hereafter: “**Enterprise Size-based Categories**”):

- (a) The category of micro-enterprises;
- (b) The category of small enterprises;
- (c) The category of medium-sized enterprises; and
- (d) The category of large-sized enterprises.

The category of micro-enterprises, the category of small enterprises and the category of medium-sized enterprises together form the category of SMEs (hereafter: “**SMEs Category**”).

For the purpose of Article 12 of these Bylaws, the category of large-sized enterprises can be subdivided in sub-categories.

**6.4** At the time of its admission as Corporate Member, each new Corporate Member shall communicate to the Management to which Enterprise Size-based Category it belongs. Each Corporate Member having moved from Enterprise Size-based Category shall communicate this to the Management within two (2) months following the change of the Enterprise Size-based Category. The Management can request to a Corporate Member that it provides its number of employees, its annual turnover and its annual balance sheet total to evidence to which Enterprise Size-based Category it has moved. If a Corporate Member is unable or unwilling to communicate its number of employees, its annual turnover and its annual balance sheet total, the Management shall try to determine the number of employees, the annual turnover and the annual balance sheet total of the concerned Corporate Member. The decisions of the Management regarding the determination of the number of employees, the annual turnover and the annual balance sheet total of a Corporate Member are final, sovereign, and the Management shall not give reasons for its decisions.

## **Article 7. Non-Profit Members**

**7.1** The category of Non-Profit Membership is open and accessible to any legal entity cumulatively meeting the following criteria:

- (a) Having the legal personality;
- (b) Being duly constituted in accordance with the laws and practices of its country of origin;
- (c) Being a non-profit legal entity, i.e. a legal entity which pursues a disinterested purpose and does not distribute between its founders, members and/or directors the profits it generates in the framework of its disinterested purpose; and
- (d) Complying with Article 13 of these Bylaws.

**7.2** The category of Non-Profit Membership is divided in the following subcategories:

- (a) The category of European national hydrogen associations is open to any legal entity cumulatively meeting the following criteria (hereafter: “**European National Hydrogen Associations**”):
  - i. Being a national or regional (trade) association which is representative of the hydrogen industry of its country/region;
  - ii. Having their registered office or its principal place of business in the territory being composed of (a) the EU, (b) the EEA, (c) the Associated Countries, (d) the Candidate Countries, or (v) the United Kingdom; and
  - iii. Having capacities in advocacy, regulatory work and communication supporting, mainly to support the development and deployment of hydrogen and fuel cells.
- (b) The category of non-European national associations is open and accessible to any legal entity cumulatively meeting the following criteria (hereafter: “**Non-European National Associations**”):
  - i. Being a national or regional (trade) association which is representative of the hydrogen industry of its country/region, in particular in the neighbouring countries of the EU;
  - ii. Not having its registered office or its principal place of business in the territory being composed of (a) the EU, (b) the EEA, (c) the Associated Countries”, (d) the Candidate Countries, or (v) the United Kingdom;
  - iii. Having capacities in advocacy, regulatory work and communication supporting, mainly to support the development and deployment of hydrogen and fuel cells.



(c) The category of other non-profit member is open and accessible to any any legal entity cumulatively meeting the following criteria (hereafter: “**Other Non-Profit Members**”):

- i. Not meeting the criteria set out at Article 7.2, (a) and (b) of these Bylaws;
- ii. Having its registered office or its principal place of activities in the territory being composed of (i) the EU, (ii) the EEA, (iii) the Associated Countries, (iv) the Candidate Countries or (v) the United Kingdom; and
- iii. Having the capacities to facilitate the development and the deployment of hydrogen technologies in its country/region.

**7.3** Legal entities entities as referred to in Article 7.2, (a) and (b) of these Bylaws being part of a same group of legal entities may each become an European National Hydrogen Association or a Non-European National Association, as the case may be, with their own membership rights, provided that they each pay membership fees.

#### **Article 8. Project Members**

**8.1** The category of Project Membership is open and accessible to any legal entity being a participant to a project funded by the Hydrogen PPP that is not a member of Hydrogen Europe Research AISBL.

**8.2** When a legal entity could also qualify as a Corporate Member in accordance with Article 6 of these Bylaws, or a Non-Profit Member in accordance with Article 7 of these Bylaws, there are allowed to submit an application to be admitted as a Project Member. However, they are encouraged to become a Corporate Member or a Non-Profit Member.

**8.3** Project Members shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include participation and voting rights at the General Assembly.

#### **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 Management.

**9.2** The Management shall submit this application for admission to the Board of Directors. After having verified that all conditions for membership are complied with, the Board of Directors shall decide on the admission to membership. The decisions of the Board of Directors regarding membership admissions are final, sovereign and the Board of Directors shall give reasons for its decisions.

**9.3** By derogation to Article 9.2 of these Bylaws, the Management shall decide on the admission to membership of applicants as Project Members. The decision of the Management regarding the admission of applicants as Project Members are final, sovereign and the Management shall not give reasons for its decisions.

**9.4** In case of doubt regarding the interpretation and application of the membership criteria set out in Article 6, Article 7 and Article 8 of these Bylaws, the discretionary power whether or not to admit a Member lies with the Board of Directors.

#### **Article 10. Representation of Members**

**10.1** Each Member, shall appoint one or more natural person(s), called the "Representative(s)", to represent it within the Association. If a Member appoints more than one (1) Representative, it must appoint one (1) representative at the General Assembly – when applicable – who shall represent his/her Member and cast the vote of his/her Member, as the case may be, at the General Assembly (hereafter: "**GA Representative**"). Each GA Representative must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Representative, he/she shall be the GA Representative of his/her Member.

**10.2** Each Member shall regularly inform, via regular means of communication, the Management of the identity, contact details, and, as the case may be, appointment as GA Representative, of its/their Representative(s) at the latest ten (10) working days before any meeting of the General Assembly.

#### **Article 11. Resignation. Exclusion**

**11.1** Members are free to resign at all time from the Association by giving written notice via special means of communication to the Management. The Management shall submit the resignation to the Board of Directors, 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.

**11.2** A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, Article 7 or Article 8 of these Bylaws, or (ii) is not duly or timely or fully complying with these Bylaws, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees, as the case may be, within the stated period, or (iv) is not complying with its obligations as set out in Article 43 of these Bylaws, 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 recommendation of the Board of Directors and upon decision of the General Assembly.

**11.3** The Board of Directors, after having verified whether or not the concerned Member falls in at least one of the situations described under Article 11.2 of these Bylaws, may decide to propose the exclusion of the concerned Member to the General Assembly.

- 11.4** Upon recommendation of the Board of Directors, 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 General Assembly can validly decide on the exclusion of a Member only if (i) at least forty percent (40%) of the Full Members are present or represented and (ii) the decision to exclude obtains at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly must not give reasons for its decisions.
- 11.5** All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended (i) until the decision of the Board of Directors not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Board of Directors decides to recommend the exclusion of the concerned Member to the General Assembly, the decision of the General Assembly.
- 11.6** By derogation to Articles 11.2 through 11.5 of these Bylaws, the Management may decide to end the membership of a Project Member when the project funded by the Hydrogen PPP in which it was a participant comes to an end. It will do so after inviting them to consider the possibility to apply for another membership category. The decisions of the Management regarding the end of the membership of a Project Member are final, sovereign and the Management shall not give reasons for its decisions.
- 11.7** A Member which, in whatever way and for whatever reason, ceases to be a Member shall remain liable for its obligations towards the Association, including for the payment of the membership fees (i) for the financial year during which the resignation has been given if the resignation has been given during the second year of the two-years period for which the concerned Member has committed to pay membership fees in accordance with Article 12.1 of these Bylaws or (ii) for the financial year during which the resignation has been given and the next financial year if the resignation has been given during the first year of the two-years period for which the concerned Member has committed to pay membership fees in accordance with Article 12.1 of these Bylaws.
- 11.8** 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 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.
- 11.9** 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. Membership fees**

- 12.1** Each Member shall commit to pay membership fees for a period of two (2) successive years.
- 12.2** Each Industry Corporate Member, shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees for each Industry Corporate Member shall be proposed by the Board of Directors and decided by the General Assembly on the basis of the Enterprise Size-Based Category to which it pertains.
- 12.3** Each European National Hydrogen Association shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees for each European National Hydrogen Association shall be proposed by the Board of Directors and decided by the General Assembly on the basis of (i) the size of the country/region the European National Hydrogen Association represents, and (ii) the maturity of the hydrogen sector of that country/region. The aforementioned sizes and maturities shall be defined by the Board of Directors.
- 12.4** Each Non-Industry Corporate Member, shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees for each Non-Industry Corporate Member shall be proposed by the Board of Directors and decided by the General Assembly on the basis of the Enterprise Size-Based Category to which it pertains.
- 12.5** Each non-European National Association shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees for each Non-European National Association shall be proposed by the Board of Directors and decided by the General Assembly on the basis of (i) the size of the country/region the Non-European National Association represents, and (ii) the maturity of the hydrogen sector of that country/region. The aforementioned sizes and maturities shall be defined by the Board of Directors.
- 12.6** Each Other Non-Profit Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. The amount of the membership fees and the calculation method of the membership fees for each Other Non-Profit Member shall be proposed by the Board of Directors and decided by the General Assembly.
- 12.7** Each Project Member shall pay membership fees per year, as decided by the Board of Directors. The amount of the membership fees and the calculation method of the membership fees for each Project Member shall be decided by the Board of Directors.
- 12.8** On an ad-hoc basis, the Board of Directors can resolve to increase or decrease the amount of the membership fees due by a Member.

**12.9** Each year, the Board of Directors can adjust the amount of the membership fees in accordance with the Belgian consumer price index.

**12.10** Without prejudice to Article 11 of these Bylaws, if a Member fails to pay its membership fees within twenty (20) working days after a reminder has been sent to it by the Management, its rights (including voting rights, if any) may be suspended until the payment of the membership fees due, upon decision of the Board of Directors.

**12.11** Members joining the Association part way through a financial year shall pay (i) the full amount of the membership fees if they join the Association before July 1<sup>st</sup>, and (ii) half of the amount of the membership fees if they join the Association after June 30.

**12.12** The Board of Directors shall also decide on the invoicing procedure and the time for payment of the membership fees.

**Article 13. Compliance with the Bylaws, the internal rules and the Hydrogen Europe Charter**

**13.1** Any Member shall expressly adhere to these Bylaws and the internal rules, 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 9 of these Bylaws.

**13.2** Any Member shall also agree with all the principles, constituting the Hydrogen Europe charter (hereafter: "**Hydrogen Europe Charter**") annexed to these Bylaws.

**Article 14. Register of Members**

**14.1** The 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 main 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 Management, immediately after the Board of Directors or the General Assembly has taken a decision.

**TITLE IV. OBSERVERS**

**Article 15. Observers**

**15.1** The Board of Director may decide to confer the status of observer to one or more third party(ies) being legal entities that will not develop an hydrogen solution but are interested

in using an hydrogen solution in their sector when it will be ready and that are ready to engage with the Members for a duration of twelve (12) months, renewable once for a new duration of twelve (12) months by the Board of Directors (hereafter: "Observers").

- 15.2** Observers shall have the rights to participate in one Working Group or Task Force.
- 15.3** When its status comes to an end, the concerned Observer may send its application for admission to Membership in accordance with Article 9 of these Bylaws.
- 15.4** Observers shall have no further rights pursuant to these Bylaws, except the rights mentioned in the present Article.
- 15.5** Each Observer shall pay an annual contribution corresponding to at least forty percent (40%) of the membership fees it would pay as a Company Member, or a Non-Profit Member as determined in accordance with Articles 12.2 through Article 12.6 of these Bylaws. On an ad-hoc basis, the Board of Directors can resolve to increase or decrease the amount of the annual contribution due by an Observer.

**TITLE V. ORGANISATIONAL STRUCTURE**

**Article 16. Bodies**

- 16.1** The bodies of the Association are:
- (a) The General Assembly;
  - (b) The Board of Directors;
  - (c) The Chair;
  - (d) The Treasurer;
  - (e) The Working Group(s);
  - (f) The Task Force(s);
  - (g) The Management; and
  - (h) The Technical Committee(s).

**TITLE VI. THE MANAGEMENT**

**Article 17. Management's mission and powers**

- 17.1** The Association is supported by a secretariat. The secretariat shall be composed of employees or independent service providers, being natural persons or legal entities. The secretariat is managed by one or two Manager(s) appointed in accordance with Article 18 of these Bylaws. The Managers are hereafter individually referred to as "a Manager" and collectively referred to as the "Management".

**17.2** The Management shall have the powers specifically granted to it by these Bylaws. In particular, the Management shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members and making recommendations to the Board of Directors on the admission of new Members;
- (c) The admission of Project Members;
- (d) The decision to end the membership of Project Members;
- (e) The proposal of the amount of the Observers' fees and the calculation method of the Observers' to the Board of Directors;
- (f) In cooperation with the Chair, the coordination and the organisation of the meetings of the General Assembly;
- (g) In cooperation with the Chair, the coordination and the organisation of the meetings of the Board of Directors;
- (h) The proposal to adopt good practices of transparency, confidentiality and prevention of conflicts of interests to the Board of Directors to ensure that the activities of the Association are carried out in accordance with said principles;
- (i) The hiring and the dismissal of the employees of the secretariat of the Association;
- (j) The delegation of tasks to the secretariat of the Association and the overseeing of it;
- (k) Submitting the applications for admission to membership to the Board of Directors;
- (l) Executing the decisions of the Board of Directors;
- (m) Sending the convening notices of the General Assembly and the Board of Directors;
- (n) After consultation with the Treasurer, the preparation of the draft annual accounts and the draft budget that must be submitted to the Board of Directors for finalisation and approval;
- (o) The supervision of the financial affairs of the Association, under the supervision of the Treasurer;
- (p) The organisation of the Association's activities and making a report to the Board of Directors on these activities;
- (q) Providing information on the strategic direction of the Association; and
- (r) Ensuring the public relations of the Association, particularly regarding communication with third parties.

**17.3** Each Manager may act individually in the framework of the abovementioned powers.

**17.4** Notwithstanding Article 17.3 of these Bylaws, the Board of Directors may determine if the abovementioned powers shall pertain to one of the Managers or to both Managers, as the case may be.

**17.5** The Management shall always act under the responsibility of the Board of Directors and within the approved budget. The Management shall report periodically to the Board of Directors on its actions and activities, and/or at the request of the Board of Directors.

**Article 18. Appointment and function of the Manager(s)**

**18.1** The Board of Directors shall appoint one (1) or two (2) Managers. The Manager(s) (i) can be natural person(s) or legal entity (entities), and (ii) shall not be (a) director(s), (a) Representative(s), or (a) Member(s). The Board of Directors can grant additional title(s) to the Manager(s). His/her/its/their office may be remunerated. When a legal entity is appointed as a Manager, the latter shall appoint a permanent representative, being a natural person, in charge of the execution of the mission of Manager in the name and on behalf of the legal entity. The Association shall cover all reasonable expenses exposed by the Manager(s). The Manager(s)'s mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its/their office shall be determined by the Board of Directors.

**18.2** The mandate of a Manager terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a Manager 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.

**18.3** Unless otherwise agreed, the Board of Directors may dismiss a Manager 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.

**18.4** The Manager(s) is (are) free to resign from his/her/its/their office at any time by submitting, via special means of communication, their resignation to the Board of Directors, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable. In case of termination of the mandate of a Manager for whatever reason, except the cases of automatic termination of the mandate of a Manager or dismissal, the concerned Manager shall continue performing the duties of his/her/its office until the Board of Directors has provided in his/her/its replacement within sixty (60) working days, without prejudice to the mandatory labour law provisions and services agreement provisions, if applicable.

**18.5** In case of the end of the mandate of a Manager for whatever reason, the concerned Manager 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.

**18.6** The Manager(s) shall be permanent observer(s) 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 Manager(s).



**18.7** Notwithstanding the above paragraph, the Chair may decide that the Manager(s) cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

## **TITLE VII. GENERAL ASSEMBLY**

### **Article 19. Composition. Voting rights**

**19.1** The General Assembly shall be composed of all Full Members and Associate Members. Each Full Member and Associate Member shall be represented at the General Assembly by its Representative(s) pursuant to Article 10 of these Bylaws.

**19.2** Each Full Member shall have one (1) vote.

**19.3** Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

**19.4** The General Assembly shall be chaired by the Chair of the Board of Directors. If the Chair is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the oldest director (in age) present.

**19.5** The General Assembly 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 20. Powers**

**20.1** The General Assembly shall have the powers specifically granted to it by law or these Bylaws. 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 Bylaws according to the legal provisions governing the use of official languages in Belgium;

(b) The dismissal of the directors and the determination of the conditions (including the financial conditions, if any) upon which the mandate of each director will be granted and exercised as well as the conditions under which said mandate can be terminated;

(c) If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her/its remuneration;

(d) If applicable, the appointment and dismissal of an external accountant and the determination of his/her/its remuneration;

(e) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;

- (f) The exclusion of the Members upon recommendation of the Board of Directors;
- (g) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors, with the exception of the membership fees of the Project Members;
- (h) The approval of the annual accounts and the budget of the Association;
- (i) The amendment of these Bylaws; and
- (j) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s); and
- (k) 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 21. Meetings**

**21.1** The General Assembly shall meet at least once a year upon convening by the Chair or the Board of Directors, 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 Board of Directors shall determine the exact date of the Ordinary General Assembly.

**21.2** A meeting of the General Assembly shall be convened at any time by the Chair or the Board of Directors whenever required by the interests of the Association. A meeting of the General Assembly shall also be convened by the Chair at the written request of at least one-fifth (1/5) of the Full Members. In this last case, the Chair shall convene the General Assembly within twenty (20) working days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the thirtieth (30<sup>th</sup>) working day following this request.

**Article 22. Proxies**

**22.1** Each Full Member and Associate Member shall have the right, via regular means of communication, always with copy to the 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 Full Member or Associate Member may hold more than three (3) proxies.

**22.2** Each Full Member and Associate Member shall have the right via regular means of communication, always with copy to the 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 Bylaws 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 50 of these Bylaws. In that case, each Full Member, Associate Member or third party may hold an unlimited number of proxies.

**Article 23. Convening notices. Agenda**

**23.1** Convening notices for the General Assembly shall be notified to the Full Members and Associate Members and the directors by the Management via regular means of communication at least twenty (20) working 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 Full Members and Associate Member can participate to the meeting via electronic means of communication and can vote electronically. The agenda shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Management and adopted by the Chair or the Board of Directors. The material documents necessary for the discussion shall be sent to the Full Members, the Associate Members and the directors via regular means of communication at least ten (10) working days before the meeting.

**23.2** Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and notified to the Chair at least fifteen (15) working days before the meeting must be included in the agenda. In such a case, the Chair shall inform the Full Members, the Associate Members and the directors of the additional item(s) on the agenda of the General Assembly via regular means of communication at least ten (10) working days before the meeting of the General Assembly.

**23.3** 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.

**23.4** Each Full Member, each Associate Member and each director 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 Full Member and Associate Member present or represented and any director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

**Article 24. Presence quorum. Voting majority. Votes**

**24.1** Unless otherwise stipulated in these Bylaws, the General Assembly shall be validly constituted when at least forty percent (40%) 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 present.

**24.2** If at least forty percent (40%) 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 23 of these Bylaws, at least twenty (20) working 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 Article 24.3 of these Bylaws.

- 24.3** Unless otherwise stipulated in these Bylaws, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) of the votes cast by the Full Members present or represented.
- 24.4** Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member whose Representative is the Chair shall have the decisive vote and in its absence (whether represented or not), the Full Member whose Representative has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.
- 24.5** The votes are issued by (i) a call out, (ii) a show of hands, or (iii) a secret ballot.
- 24.6** Provided that the possibility to participate to the General Assembly via electronic means of communication is mentioned in the convening notice, a duly convened meeting of the General Assembly shall be validly held even if all or some of the Full Members and Associate Members are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the Full Members and Associate Members to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Board of Directors shall set up the practical procedures to organise this in practice. In such a case, the Full Members and Associate Members shall be deemed present.
- 24.7** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the Full Members may vote via electronic means during a meeting of the General Assembly. The Board of Directors shall take the necessary steps allowing the Full Members to vote electronically. The Board of Directors 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 Full Members having expressed their vote and (ii) the control of compliance with the prescribed time limit.

#### **Article 25. Written procedure**

- 25.1** Except for the dissolution and liquidation of the Association, the General Assembly may take decisions via written procedure.
- 25.2** For this purpose, the Chair, upon request of the Board of Directors, and with the assistance of the Management, shall send a notice, including the proposals for the decisions to be taken via regular means of communication to all Full Members, Associate Members and directors, with request to the Full Members to vote on the proposals and to send their vote(s) back via regular means of communication to the Association, or, if provided for by the Board of Directors, by submitting their votes via an online platform, and within the time limit mentioned in the notice.
- 25.3** The decisions are deemed to have been taken if (i) at least forty percent (40%) of the Full Members have sent their vote(s) back or submitted their vote(s) via an online platform,

within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) of the votes cast by the Full Members having sent their vote(s) back or submitted their vote(s) via an online platform. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, 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** Decisions taken by written procedure are deemed to come into force on the date mentioned on the notice sent to the Members and directors.

#### **Article 26. Register of minutes**

**26.1** Minutes shall be drawn up at each meeting of the General Assembly. They shall be approved by the General Assembly at its first upcoming meeting and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Management to the Full Members and Associate Members. The register of minutes shall be kept at the registered office of the Association where all Full Members and Associate Members may consult it, without, however, displacing it.

### **TITLE VIII. BOARD OF DIRECTORS**

#### **Article 27. Composition**

**27.1** The Association shall be administered by a Board of Directors composed of twelve (12) directors. By derogation to the preceding sentence, the regular composition of the Board of Directors shall not be affected if the number of directors is below twelve (12) because the mandate of one or more director(s) cease(s) before its term.

**27.2** Each director shall be a Representative of a Full Member.

**27.3** The Board of Directors shall be composed as follows:

(a) Two (2) directors shall be Representatives of Industry Corporate Members pertaining to the SME's Category (hereafter: "**SMEs Sector**");

(b) Two (2) directors shall be Representatives of Industry Corporate Members being active in the sector of hydrogen equipment/techno providers (e.g. fuel cells, electrolyzers, hydrogen refuelling stations, tanks, membrane electrode assembly, compressors, etc.) (hereafter: "**Techno Providers Sector**");

(c) Two (2) directors shall be Representatives of Industry Corporate Members being active in the transport sector (hereafter: "**Transport Sector**");

(d) Two (2) directors shall be Representatives of Industry Corporate Members being active in the energy sector (hereafter: "**Energy Sector**");

(e) Two (2) directors shall be Representatives of Industry Corporate Members being active in the industrial sector (e.g. fertilizer's, steel, refineries, chemicals) (hereafter: "**Industrial Sector**"); and

(f) Two (2) directors shall be Representatives of European National Hydrogen Associations (hereafter: "**EU National Associations Sector**"). These two (2) directors cannot be Representatives of European Hydrogen Associations having their registered office or their principal place of business in the same country.

The SME's Sector, the Techno Providers Sector, the Transport Sector, the Energy Sector, the Industrial Sector and the EU National Associations Sector shall be hereafter referred to as the "**Sectors**".

**27.4** Without prejudice to Article 28.2 of these Bylaws, the composition rules as referred to in Article 27.3 of these Bylaws shall be applied with some flexibility and Industry Corporate Members could represent different Sectors. In addition, Industry Corporate Members pertaining to the SMEs category could also represent different Sectors.

**27.5** In addition, the General Assembly shall strive as far as possible to ensure that the Board of Directors is representative of the diversity of the Membership of the Association in terms of:

(a) Representation of Industry Corporate Members active in the Transport Sector: one (1) Industry Corporate Member should represent road transport and one (1) Industry Corporate Member should represent non-road transport;

(b) Representation of Industry Corporate Members active in the Energy Sector: one (1) Industry Corporate Member should have a focus on electricity and one (1) Industry Corporate Member should have a focus on oil and gas;

(c) Representation of the geographical diversity of the Members; and

(d) Balance in terms of gender diversity.

**27.6** The Board of Directors 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 Board of Directors.

**27.7** The Managers and the chair of Hydrogen Europe Research AISBL shall be permanent observers at the Board of Directors and shall have the right to attend all meetings of the Board of Directors, without voting rights and with the right to be heard. All convening notices to all meetings of the Board of Directors shall simultaneously be notified to the Managers and the chair of Hydrogen Europe Research AISBL.

**27.8** Notwithstanding the above paragraph, the Chair may decide that the Managers and/or the chair of Hydrogen Europe Research AISBL cannot attend one or more meeting(s) or part(s) of a meeting(s) of the Board of Directors.

**27.9** The Board of Directors 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 Board of Directors.

**Article 28. Election of the directors**

**28.1** For the purpose of elections, (i) the Industry Corporate Members and (ii) the European National Hydrogen Associations shall form two (2) constituencies, respectively the constituency of Industry Corporate Members (hereafter: “**Constituency of Industry Corporate Members**”) and the constituency of European National Hydrogen Associations (hereafter: “**Constituency of European National Hydrogen Associations**”). The Constituency of Industry Corporate Members shall elect the directors being Representatives of the Industry Corporate Members as referred to in Article 27.3, (a) through (e) of these Bylaws and the Constituency of the European National Hydrogen Associations shall elect the directors being Representatives of the European National Hydrogen Associations referred to in Article 27.3, (f) of these Bylaws.

**28.2** Each Full Member may propose one (1) candidate director to the Management at least ten (10) working days in advance of a meeting of the General Assembly at which one or more director(s) will be elected. Even if an Industry Corporate Member is active in more than one (1) Sector, it shall propose a candidate director in only one (1) Sector. The Management shall inform the Full Members as soon as a new election by the General Assembly is necessary. The Management, taking into account the criteria set out in Articles 27.2 and 27.3 of these Bylaws, shall draw up a list of all proposed candidates director for each Sector. The list shall be attached to the agenda of the meeting of the General Assembly.

**28.3** The Constituencies can validly decide on the election of their respective directors only if at least forty percent (40%) of their respective Members are present or represented.

**28.4** The elections are organised by Sector. If there is one (1) director to be elected by the Sector, the candidate director who obtains the highest number of votes is elected. If there are two (2) directors to be elected by the Sector, the two (2) candidates director who obtain the highest number of votes are elected. By derogation to the above sentence, if the number of candidates director for one (1) Sector is lower or equal to the number of vacancies for said Sector, the decision of the concerned Constituency to elect a director shall only be validly adopted if it obtains a majority of at least fifty percent (50%) of the votes cast by the Industry Corporate Members or the European National Hydrogen Associations, as the case may be, present or represented. Blank votes, invalid votes and abstentions shall not be counted.

**28.5** In case of a tie, a second vote shall take place with the candidates concerned by the tie.

**28.6** The term of office of the directors is a three (3) years term, once (1) renewable. The mandate performed by a director pursuant to Article 29.4 of the Bylaws, shall not be taken into account for the computation of the number of terms of office.

**28.7** The mandate of the directors shall be non-remunerated.

**Article 29. Termination of the mandate of directors**

**29.1** The mandate of a director terminates by expiry of his/her directorship. The mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a director 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 director represents, for whatever reason, ceases to be a Full Member, or (iv) if the Full Member the director 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.

**29.2** The mandate of a director also terminates upon dismissal by the General Assembly. The General Assembly may dismiss a director 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 director 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.

**29.3** The directors are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Chair. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or dismissal, the director shall continue performing the duties of his/her office until he/she has been replaced within forty (40) working days.

**29.4** In order to ensure a regular turnover in the composition of the Board of Directors, if the mandate of a director ceases before its term, for whatever reason, the mandate shall remain vacant until the next General Assembly during which the concerned Constituency shall be asked to appoint a new director from the same Sector for the remainder of the term.

**29.5** The Board of Directors shall be chaired by the Chair. If the Chair is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the oldest director (in age) present.

**Article 30. Powers**

**30.1** The Board of Directors 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 Bylaws. The Board of Directors shall act as a collegial body (in French: *“organe collégial”* / in Dutch: *“collegiaal orgaan”*).



**30.2** The Board of Directors 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 Bylaws according to the legal provisions governing the use of official languages in Belgium;
- (b) The determination of the Association's strategies and political positioning based on the input of the Technical Committees, the Working Groups and Task Forces;
- (c) The general management and administration of the Association;
- (d) Upon proposal of the Management, the adoption of good practices of transparency, confidentiality and prevention of conflicts of interests to ensure that the activities of the Association are carried out in accordance with said principles;
- (e) The monitoring of the budget expenditures and the allocation of the budget;
- (f) The approval of the amount of the membership fees and the calculation method of the membership fees of the Project Members;
- (g) The execution of the decisions of the General Assembly;
- (h) The admission of new Members upon recommendation of the Management;
- (i) The recommendation to exclude Members to the General Assembly;
- (j) The election and dismissal of the Chair and the Treasurer;
- (k) The appointment and dismissal of the Managers, including the discharge to be given;
- (l) The delegation of powers to the Management and the determination of the allocation of powers between the Managers;
- (m) The appointment of the representatives of the Association in the PPP's governing board;
- (n) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (o) The approval of the amount of the Observers' fees and the calculation method of the Observers' fees, upon proposal of the Management;
- (p) Upon receipt of the draft annual accounts and the draft budget from the Management, the finalisation and approval of these documents that must be submitted to the General Assembly for approval;
- (q) The adoption, the amendment and the revocation of the internal rules, if any;
- (r) The adoption of propositions to be submitted to the General Assembly;
- (s) The decisions to establish, dissolve and determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and/or Task Force(s) and the overseeing of this/these; and
- (t) 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.

**30.3** Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors 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, (fees, and (iii) the activities of the Association.

**30.4** At any time, the Board of Directors may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

**Article 31. Meetings**

**31.1** The Board of Directors shall meet every time the interests of the Association so require and at least four (4) times a year, upon convening by the Chair or at the request of two (2) directors, acting jointly, and at such time and place as determined in the convening notice. If the Chair is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest director (in age).

**Article 32. Proxies**

**32.1** Each director shall have the right, via regular means of communication, to give a proxy to another director, to be represented at a meeting of the Board of Directors. No director may hold more than one (1) proxy.

**Article 33. Convening notices. Agenda**

**33.1** Convening notices for the Board of Directors shall be notified to the directors by the Management via regular means of communication at least five (5) working days before the meeting of the Board of Directors. The convening notices shall mention the date, time and place of the meeting of the Board of Directors. In addition, the convening notices shall mention if the directors can vote electronically. The agenda shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared by the Management and adopted by the Chair. If the Chair is unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest director (in age). The Management shall send the material documents necessary for the discussion of the meeting of the Board of Directors at least two (2) working days before the meeting.

**33.2** Each director shall have the right to propose additional item(s) to be included on the agenda of the Board of Directors, which shall be notified via regular means of communication to the Chair at least three (3) working days before the meeting. In such a case, the Chair shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular means of communication at least two (2) working days before the meeting of the Board of Directors.

**33.3** No vote shall be cast regarding an item that is not listed on the agenda, except if two-thirds (2/3) the directors are present or represented at a meeting of the Board of Directors and vote to proceed with such vote.

**33.4** Each director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

**Article 34. Presence quorum. Voting majority. Votes**

**34.1** Unless otherwise stipulated in these Bylaws, the Board of Directors shall be validly constituted when at least two-thirds of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors present.

**34.2** If at least two-thirds (2/3) of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 33 of these Bylaws, at least 5 (5) working days after the first meeting of the Board of Directors. The second meeting of the Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the voting majority stipulated in Article 34.3 of these Bylaws.

**34.3** As a matter of principle, the Board of Directors shall seek to reach decisions by consensus. If a decision cannot be reached by consensus or if it is decided to call a vote, decisions shall be taken according to the voting majority stipulated in Article 34.4 of these Bylaws.

**34.4** Unless otherwise stipulated in these Bylaws, decisions of the Board of Directors shall be validly adopted if they obtain at least a majority of fifty percent (50%) of the votes cast by the directors present or represented. Each director shall have one (1) vote. In the event of a tie, the Chair shall have the decisive vote and in his/her absence (whether represented or not), the oldest director (in age) present shall have the decisive vote.

**34.5** Blank votes, invalid votes and abstentions shall not be counted.

**34.6** A duly convened meeting of the Board of Directors shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any electronic means of communication that allow the directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. The Management shall set up the practical procedures to organise this in practice. In such a case, the directors shall be deemed present.

**34.7** Provided that the possibility to vote via electronic means is mentioned in the convening notice, the directors may vote via electronic means during a meeting of the Board of Directors. The Management shall take the necessary steps allowing the directors to vote electronically. The 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 directors having expressed their vote and (ii) the control of compliance with the prescribed time limit.

**Article 35. Written procedure**

**35.1** The Board of Directors may take decisions via written procedure.

**35.2** For this purpose, the Management, upon request of the Chair or two (2) directors, acting jointly, shall send a notice, including the proposals for the decisions to be taken via regular means of communication to all directors, with request to the directors to vote on the proposals and to send their vote(s) back via regular means of communication to the Association or, if provided for by the Management, by submitting their votes via an online platform, and within the time limit mentioned in the notice.

**35.3** The decisions are deemed to have been taken if (i) at least two-thirds (2/3) of the directors have sent their vote(s) back or submitted their vote(s) via an online platform, within the time limit, and (ii) if the items on the agenda have obtained at least a majority of fifty percent (50%) of the votes cast by the directors having sent their vote(s) back or submitted their vote(s) via an online platform. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the decisions are deemed not to be taken.

**35.4** For the purpose of the present Article, directors are not allowed to grant proxies to other directors.

**35.5** Decisions taken by written resolutions are deemed to come into force on the date mentioned on the notice sent to the directors.

**Article 36. Register of minutes**

**36.1** Minutes shall be drawn up at each meeting of the Board of Directors. They shall be sent to the directors by the Management within ten (10) working days for their review. The directors shall submit to the Management their comments on the draft minutes within five (5) working days. They shall be approved and signed by the Chair and kept in a register of minutes. Copies of resolutions shall be sent via regular means of communication by the Management to the directors. The register of minutes shall be kept at the registered office of the Association where all directors may consult it, without, however, displacing it.

**TITLE IX. CHAIR AND TREASURER**

**Article 37. Election and function of the Chair and Treasurer**

**37.1** The Board of Directors shall elect a Chair and a Treasurer amongst the directors being Representatives of the Industry Corporate Members. The Chair and the Treasurer shall be

two (2) distinct directors. Their mandate shall be non-remunerated. Their term of office is of definite or indefinite duration. The total term of office of the President and the Treasurer shall be limited by the duration of their respective mandate as directors in accordance with Article 27.4 of these Bylaws.

**37.2** The mandate of the Chair and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

**37.3** The Board of Directors may further dismiss the Chair as Chair and the Treasurer as Treasurer at any time and shall not give reasons for its decisions .

**37.4** The Chair and Treasurer are also free to resign from their office at any time by submitting, via special means of communication, their resignation to the Board of Directors.

#### **Article 38. Powers of the Chair and Treasurer**

**38.1** The Chair shall have the powers specifically granted to him/her by these Bylaws. In particular, the Chair shall have the following powers:

(a) Adopting the agenda of the meetings of the General Assembly and the Board of Directors, after preparation by the Management;

(b) Presiding the meetings of the General Assembly and the Board of Directors;

(c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;

(d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and

(e) In the event of a tie vote, having the casting vote within the Board of Directors.

**38.2** The Treasurer shall have the powers specifically granted to him/her by these Bylaws and by the Board of Directors. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Board of Directors.

#### **TITLE X. WORKING GROUP(S) AND TASK FORCE(S)**

##### **Article 39. Working Group(s) and Task Force(s)**

**39.1** The Board of Directors may establish, dissolve and delegate tasks to one or more Working Group(s) and/or Task Force(s).

**39.2** The Working Group(s) are temporary bodies which shall have an advisory role to the Board of Directors on specific issues and will facilitate the decisions to be taken by the Board of Directors by preparing positions papers, analysis or reports.

- 39.3** The Task Force(s) are temporary bodies which shall have an information and communication role, facilitating exchange between the Members themselves and between the Members and the Management.
- 39.4** The Board of Directors 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) and Task Force(s)
- 39.5** The Working Group(s) and Task Force(s) shall not represent the Association vis-à-vis third parties.
- 39.6** The Working Group(s) and Task Force(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.
- 39.7** The Working Group(s) and Task Force(s) 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 Working Group(s) and Task Force(s).

## **TITLE XI. PUBLIC-PRIVATE PARTNERSHIPS**

### **Article 40. History and mission**

- 40.1** The incorporation and history of the Association relates to the creation of successive European PPPs called the Fuel Cells and Hydrogen Joint Undertaking (FCH JU and FCH 2 JU) and their possible successor expected to be called “Clean Hydrogen For Europe”. In these successive PPPs, the Association has partnered with the European Commission and its sister association Hydrogen Europe Research AISBL to co-manage an EU Research & Innovation (R&I) funding programme for hydrogen technologies under the umbrella of the EU Research & Innovation framework programmes (FP7, Horizon 2020 and Horizon Europe).
- 40.2** The main role of the Association and Hydrogen Europe Research AISBL and their respective members in the PPPs consists in proposing research and innovation priorities both on an annual and multi-annual basis.

### **Article 41. Representatives in the PPP’s governing board**

- 41.1** The Association shall be represented by representatives in the PPP’s governing board.
- 41.2** The Board of Directors shall appoint the representatives of the Association in the PPP’s governing board.

**41.3** The Board of Directors shall decide on the position to be taken by and the decisions to be taken by the Association at the meetings of the PPP's governing board, and the representatives of the Association in the PPP's governing board shall subsequently cast their votes accordingly. If no decision has been taken by the Board of Directors on positions/or decisions, the representatives of the Association in the PPP's governing board shall adopt a common position in the PPP's governing board on said positions and/or decisions.

**41.4** The representatives of the Association in the PPP's governing board shall always act under the responsibility of the Board of Directors and within the approved budget. The representatives of the Association in the PPP's governing board shall report periodically to the Board of Directors on their actions and activities, and/or at the request of the Board of Directors.

#### **Article 42. Technical Committee(s)**

**42.1** The Board of Directors may establish, dissolve and delegate tasks to one or more Technical Committee(s). The Technical Committee(s) are bodies which shall (i) monitor the development of the hydrogen technologies and (ii) identify research and investment funding priorities for the annual calls for proposals organised by the PPP and multiannual strategic documents. The Board of Directors shall determine amongst others the 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).

**42.2** The Technical Committee(s) shall be composed of Representatives of Industry Corporate Members. On an ad-hoc basis, the Board of Directors can allow representatives of Non-Industry Corporate Members to participate in the Technical Committee(s).

**42.3** The Technical Committee(s) shall not represent the Association vis-à-vis third parties.

**42.4** The Technical Committee(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.

**42.5** The Technical Committee(s) 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 Technical Committee(s).

**42.6** The Technical Committee(s) may have joint meetings with the technical committee(s) of Hydrogen Europe Research AISBL.

#### **Article 43. Private contributions**

**43.1** The Council Regulation that will replace 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 Hydrogen PPP**) provides that as a counterpart to EU funding, the members of the PPP (Hydrogen Europe and Hydrogen Europe Research AISBL) and their own members needs to provide different types of private contributions amounting to **[To be completed by Hydrogen Europe AISBL]**.

**43.2** 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 Research AISBL or their affiliated entities, consisting of the eligible costs incurred by them in implementing a project funded by the Hydrogen PPP less the contribution of the Hydrogen PPP and any other EU contribution to those costs;
- (b) The Council Regulation setting up the Hydrogen PPP provides that, in order to generate a sufficient level of IKOP, the funding rates applied in projects funded by the Hydrogen PPP 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 done by the programme office of the Hydrogen PPP. It does not require additional actions from the Members.

**43.3** In Kind additional activities (hereafter: “IKAA”)

- (a) 'Additional activity' means an activity outside the work programme of the Hydrogen PPP, 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 Hydrogen PPP or its predecessors or has a significant EU added-value (hereafter: “Additional Activity”);
- (b) 'In-kind contributions to additional activities' means contributions by the Members and the members Hydrogen Europe Research AISBL or their affiliates consisting of the costs incurred by them in implementing Additional Activities less 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 Hydrogen PPP or its predecessor shall contribute to the annual IKAA exercise consisting in declaring its planned additional activities for the year N+1, reporting and certifying the Additional Activities.
- (d) The Members that are not benefiting from the funding of the Hydrogen PPP or its predecessor are encouraged to contribute to the IKAA annual exercise.

**43.4** Financial contributions



- (a) The Council Regulation setting up the Hydrogen PPP provides that fifty percent (50%) of the administrative costs of the Hydrogen PPP shall be covered by means of financial contributions from the Members and the members Hydrogen Europe Research AISBL.
- (b) The Association and Hydrogen Europe Research 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 Hydrogen PPP. This percentage will be fixed to achieve the amount due to the Hydrogen PPP.
- (c) The Members and the members of Hydrogen Europe Research AISBL part of a consortium that has been awarded a grant from the Hydrogen PPP shall introduce in the consortium agreement a clause organising the collect of the project contribution.
- (d) The Members and the members of Hydrogen Europe Research AISBL part of a consortium that has been awarded a grant from the Hydroge PPP 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 and Hydrogen Europe Research AISBL, the participants that are Members shall invite them to consider becoming a Member (including a Project Member). This will have the benefits to allow them to provide their share of the project contribution.

## **TITLE XII. LIABILITY**

### **Article 44. Liability**

- 44.1** The directors, the Chair, the Treasurer, and the Manager(s) 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.
- 44.2** The Members, in their capacity of Members, shall not be held liable for the commitments taken on by the Association.

## **TITLE XIII. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

### **Article 45. External representation of the Association**

- 45.1** The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chair acting alone, or by two (2) directors, acting jointly, or by one (1) director and one (1) Manager, acting jointly.
- 45.2** 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 each Manager, acting alone.

**45.3** None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

**45.4** 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 Board of Directors, the Chair acting alone, or two (2) directors, acting jointly, or one (1) director and one (1) Manager, acting jointly, or, within the framework of daily management, by each Manager, acting alone.

**TITLE XIV. INTERNAL RULES AND PROCEDURES**

**Article 46. Internal rules and procedures**

**46.1** To detail and complete the provisions of these Bylaws, the Board of Directors may adopt, amend and/or revoke internal rules.

**46.2** On the date of the last amendments to these Bylaws, no internal rules have been adopted.

**46.3** The Board of Directors is further entitled to adopt Board of Directors internal procedures and any other kind of statement that falls within the scope of its powers.

**TITLE XV. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS**

**Article 47. Financial year**

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

**Article 48. Annual Accounts. Budget**

**48.1** The Board of Directors shall establish each year the draft annual accounts of the past financial year, as well as the draft budget 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.

**48.2** The draft annual accounts and the draft budget shall be circulated amongst all Members at least twenty (20) working days before the General Assembly.

**Article 49. Auditing of the annual accounts**

**49.1** 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.

**49.2** 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.

**49.3** 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 XVI. AMENDMENTS TO THESE BYLAWS**

### **Article 50. Amendments to these Bylaws**

**50.1** The General Assembly can validly decide on amendments to these Bylaws only if (i) at least forty percent (40%) 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.

**50.2** If at least forty (40%) 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 23 of these Bylaws, at least twenty (20) working 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 the Article 50.1 of these Bylaws, and decide on the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons present.

**50.3** The main terms of any proposal to amend these Bylaws shall be explicitly mentioned in the agenda or a separate document both included in or attached to the convening notice to the Full Members, Associate Members and the directors.

**50.4** The date on which the amendments to these Bylaws 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 Bylaws.

**50.5** Any decision of the General Assembly relating to the amendments of these Bylaws is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to these Bylaws must be acknowledged by a Royal Decree or recorded in a notarial deed.

## **TITLE XVII. DISSOLUTION. LIQUIDATION**

**Article 51. Dissolution. Liquidation**

**51.1** The General Assembly can validly decide on the dissolution of the Association only if (i) at least forty percent (40%) 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.

**51.2** If at least forty percent (40%) 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 23 of these Bylaws, at least twenty (20) working 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 Article 51.1 of these Bylaws, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons present.

**51.3** Any proposition to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Full Members, Associate Members and the directors.

**51.4** Upon the dissolution and liquidation of the Association, 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 directors shall be deemed to be jointly in charge of the Association's liquidation.

**51.5** The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose.

**TITLE XVIII. VARIA**

**Article 52. Notifications**

**52.1** Any notice or other communication under or in connection with these Bylaws 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 Bylaws, 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 53. Computation of time**

**53.1** For the use of the computation of time limits set out in these Bylaws, the terms below shall be defined as follows:

- “Month(s)” mean(s) (a) calendar month(s); and
- “Working day(s)” mean(s) any day other than a Saturday, a Sunday or public holidays in Belgium. When calculating a period of notice, this period excludes the working day when the notice is given or deemed to be given and the working day for which it is given or on which it is to take effect.

**Article 54. Abstentions**

**54.1** For the determination of the voting majorities set out in these Bylaws, “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 55. Benefit of rights and intellectual property rights**

**55.1** Members shall not share their membership benefits with their own members, clients, affiliates and/or subsidiaries unless they received a prior and written authorisation from the Board of Directors to do so.

**55.2** Members shall not use the Association’s legal name, trade names, trademarks, symbols, devices or logo(s) in any manner unless they received a prior and written authorisation from the Board of Directors to do so. Members shall have no claim on the Association’s assets.

**55.3** Members commit to respect the Association’s intellectual property rights and related rights, and ownership of all documents, positions, minutes and any other information which is shared. The Members guarantee to not use this information publicly unless explicitly identified as public information and/or allowed to do so by the Association.

**55.4** The Members shall ensure that their representatives in Technical Committees, Working Group, Task Forces and any other body of the Association, also respect this Article.

**Article 56. Varia**

**56.1** Anything that is not provided for in these Bylaws 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 Bylaws and the internal rules, if any, internal procedures, or any other kind of rules of the Association, these Bylaws 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.
- 56.3** For the performance of their duties, directors 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 Bylaws are written in French and English, but only the French version shall be the official text.