

STATUTES

Chapter I

General Provision

Article 1

(Denomination)

1. The Association adopts the name "APREN - Portuguese Renewable Energy Association", hereinafter "APREN".
2. APREN is a non-profit association incorporated under the legal system of private law associations, and will last indefinitely.
3. APREN can join national or international organizations provided that it do not pursue purposes contrary to APREN's, The Association can also create delegations or other forms of representation.

Article 2

(Headquarters)

1. APREN has its headquarters in Lisbon, Av. Sidónio Pais, No. 18 R / c Esq., in the parish of São Sebastião da Pedreira.
2. By decision of the General Assembly the headquarters may be moved to another location within the Municipality of Lisbon and surrounding Counties.

Article 3

(Purpose)

1. APREN's objective is the coordination, representation and defense of the interests of its Associates, individuals or collectives, actively participating in the definition of public energy and environmental policies, namely with the purpose of promoting and developing electricity production from endogenous and renewable sources and its technologies, including decentralized production, framed by the need to decarbonize the economy and increase energy efficiency as a way of combating climate change and achieving sustainable economic and social development for the country.

2. In pursuit of its purpose, APREN will act as an interlocutor with the political, economic and social bodies, as well as any other organizations, companies or organized social groups.

3. In pursuit of its purpose, APREN will develop its activity along any public or private, domestic or foreign entity, and shall in particular:

- Promote and disseminate the use of endogenous and renewable sources of energy for electricity production as the most efficient way of decarbonizing the economy and as the basis for sustainable development;
- Promote sustained and balanced development of the various forms of renewable electricity generation as a mean of combating climate change;
- Promote the efficient use of energy, namely through a greater electrification of energy consumption, of which electric mobility is an example;
- Promoting the dissemination of decentralized production, whether in private households, individual homes or buildings, or in industrial or service facilities, in its different forms of self-consumption;
- Promoting higher added value solutions in Portugal in the industrial chain and renewable electricity services, namely by promoting R & D and job creation;
- Follow the preparation and publication of new legislation and regulations, both nationally and in the community, providing its Members with up-to-date information, as an effective tool for their work;
- Provide its members with periodic information on the dynamics of the energy sector, especially on renewable energies and environmental sustainability;

- promote and participate in the elaboration of studies or projects of interest to the Associates;
- Convene meetings and promote technical, economic and scientific events;
- Promote legal and technical advice to its Members;
- To act proactively and constructively with official bodies and other entities, drafting recommendations and proposing the adoption of measures with relevance to the Association's activity.

Article 4.

(Profits)

The APREN profits are:

- Entrance fees, quotas and extraordinary contributions;
- Subsidies granted by public or private entities;
- Any gifts, bequests and inheritances assigned to it;
- Resulting from the organization of technical, economic and scientific events;
- Any other income, in accordance with the law.

Chapter II

Members

Article 5

(Conditions of admission)

1. All the holders (natural or legal persons) of power plants establishment licenses (from renewable sources) can be Ordinary Members.
2. Any natural or legal persons, interested in the technical, legal, financial and economic development of electricity production from renewable sources and that can clearly contribute in a relevant way for the purposes of APREN, can be Extraordinary Members.

3. The Board must consider and approve the admission of any Member, upon application to be submitted in accordance with the approved regulations.

Article 6

(Rights)

The Members (Ordinary and Extraordinary) rights are:

- Participate in General Meetings;
- Vote in the General Meetings (the Extraordinary Members can only vote while exercising functions in the collective bodies);
- Elect and be elected to the collective bodies;
- Convene the General Meeting pursuant to Article 15, paragraph 1;
- Receive appropriate and timely information from the Association;
- Cancel its membership pursuant to Article 8, paragraph 1 a) and 2;

Article 7

(Obligations)

The Members (Ordinary and Extraordinary) obligations are:

- Attend the General Meetings and meetings that are convened;
- Comply with the Statutes and other internal regulations, and the decisions of the Governing Bodies;
- Punctually pay its quotas and contribute to other approved expenses;
- Report to APREN their identification data and any changes on it;
- Inform APREN regarding their power plants specifications, indicating their location and main features, as well as any changes on it;
- Inform the Board regarding any new power plant holded by them. This information should be provided in writing, within 60 days following the issuance of an operating license and must indicate the installed power, the connection power and an estimated annual energy production value;

- Contribute to the achievement of APREN purposes.

Article 8

(Loss of membership)

1. The loss of membership occurs for:

- a) The resignation, addressed to the Chairman of the General Meeting;
- b) The lack of payment of quotas or other cash benefits under the statutes or regulations in force;
- c) The death (in the case of individuals) or dissolution, filing for bankruptcy or, in general, the termination or cessation of activity (in the case of legal persons) for Ordinary Associates;
- d) The death, termination or substantial change in the decisive reason for admission as an Extraordinary Associate, except in cases where it is possible a category transition;
- e) The provision of false statements or omissions in determining matters for its admission;
- f) Resolution of the General Assembly, preceded by an audition with the Member, when its behavior: (i) affects the prestige of APREN; (ii) prevent the fulfillment of valid commitments or the performance of the APREN purpose; (iii) affects the interests of APREN; (iv) severe and repeatedly breach of his duties as a Member.

2. A member that no longer belongs to APREN is not entitled to a refund of any amounts that were paid as entrance fee or overdue contributions for the period he spent as an Associate or other duly approved.

3. The loss of membership does not imply the lack of payment of any debit balance.

Chapter III

Quotas and Admission Fee

Article 9

(Quotas)

1. Each Member shall pay a quota designed to support the running costs and the costs of achieving the purposes of APREN.
2. The value of the quota is determined according to the levels defined in the Internal Rules, taking into account the licensed power concerning the power plants held by Members.

Article 10

(Payment of quotas)

1. The Board shall communicate to each Member the value of its annual quota by February 15 of the year to correspond.
2. Members should make the payment of quotas within 90 days of the notification referred in the preceding paragraph.
3. In case of licensed power change, occurred after the date specified in paragraph 1 of this Article, notified by each Member under Article 7, the Director shall issue a new request for payment of quotas if appropriate, in accordance with the Statutes and Internal Rules.

Article 11

(Entrance Fee)

1. The Ordinary Members will pay an entrance fee equal to ten times the quota unit defined in the regulation approved by the General Assembly.
2. Exceptions to the provisions of the preceding paragraph - Members which are holders of power plants with licensed power up to 500 kW, that will pay an entrance fee equal to its quota.

Chapter IV

Governing Bodies

Section I

General Principles

Article 12

(Governing Bodies)

1. The Governing Bodies of APREN are: the General Assembly, the Board, the Audit Committee and the General Council.
2. The General Meeting, the Board and the Audit Committee shall be elected every three years by the General Assembly.
3. Members must submit separate lists for each of the governing bodies to be elected, whereby the Members who are legal persons, immediately indicate who will represent it in the Governing Bodies.
4. The functions of the members of the Governing Bodies begin with the respective ownership and last until the investiture of their successors (they may be reelected).
5. Unless the General Meeting decide otherwise, all positions in the governing bodies shall be exercised without paying, without prejudice to the right to reimbursement of expenses incurred by, or on behalf of APREN.

Section II

General Assembly

Article 13

(Composition and functioning)

1. The General Assembly of APREN consists of all the Members in full exercise of their rights.
2. The General Assembly is directed by a Board composed of a President, a Vice-President and a Secretary.

Article 14

(Competencies)

The General Assembly must, upon proposals submitted to it by Members or by any of the Governing Bodies:

- a) Define APREN's general lines of action;
- b) Elect and exclude members from APREN's Governing Bodies;
- c) Approve the Annual Report, the plan of activities and budget for the following year, in the first and last quarter of each year, respectively;
- d) Approve special budgets to finance studies and projects for further development of APREN purposes;
- e) Approve and amend the Internal Regulation regarding members, entrance fee and contribution;
- f) Approve any amendment to the Statutes;
- g) Decide on any other matter submitted by the Board or arises from the statutes or regulations currently in force;
- h) Resolve the extinction of APREN.

Article 15

(Meetings)

1. The General Assembly normally meets on the first and last quarter of each year for consideration, respectively, of the Annual Report presented by the Board regarding last year (and the report and the opinion of the Audit Committee) and for consideration of the Business Plan and budget for the following year.

2. The General Assembly meets extraordinarily whenever required by the Board, the Audit Committee or by members that show a legitimate purpose and whose votes amount to a fifth of the eligible votes.

3. The General Assembly is convened by the Chairman, with at least ten days of warning, by written communication to Members, indicating the date, time, place and agenda, and the information that the assembly can operate without the legal quorum after thirty minutes on the constant time of its call.

4. The General Assembly may meet with waiver of prior formalities if all Members are present or are represented by other Members by written communication to that effect, addressed to the Chairman of the General Meeting.

Article 16

(Votes and forms of deliberation)

1. The General Meeting decisions shall be taken by an absolute majority of votes, respecting the legal quorum for the meeting.

2. Decisions about point f) of Article 14 shall be taken by a qualified majority of three-fourths of the votes of the Members.

3. Decisions relating to matters contained in paragraph c) of Article 14 shall be by direct and secret vote.

4. Postal voting is not permitted.

5. The number of votes of each Member is equal to the number of quotas that correspond to it, determined in accordance with Article 9 and the respective regulation.

Section III

Directorate

Article 17

(Composition and functioning)

1. The Board of APREN will consist of between seven to thirteen members elected from amongst its Members, and shall have a Chairman and two Vice-Chairmen.
2. At least two thirds of the Board members shall be representatives of Ordinary Associates.
3. The Board shall meet monthly.
4. For the meeting may be considered valid, the majority of the Board members must be present.
5. The President shall have the casting vote in the event of a tie.
6. The Board may work in an Executive Committee comprised by the Chairman and two Vice-Chairmen.

Article 18

(Competencies and linking)

1. APREN Administration and its representation to third parties are responsibility of the Board, that is responsible for performing all acts necessary or convenient to carry out the statutory object and execute the resolutions validly adopted by the General Assembly.
2. APREN is linked with the signature of two members of the Board. A unique signature is sufficient for acts of simple administrative matters.

Section IV

Audit Comitee

Article 19

(Composition and competences)

1. The Audit Committee consists of a Chairman and two Members.
2. The Audit Committee shall:

- Supervise the resolutions of the General Assembly, informing the Members of the void or voidable resolutions and irregularities brought to their knowledge;
- Ensure compliance with legal and statutory provisions;
- Supervise the activities of the Board, annually prepare a report on their activity and give an opinion on the draft budget and the annual report presented by the Board;
- The Audit Committee shall meet at least every quarter.

3. The Audit Committee shall be convened by its President, and it can only deliberate with the presence of a majority of its members. Decisions are taken by majority and the Chairman has the right to a casting vote.

Section V

General Council

Article 20

(Composition and functioning)

1. The General Council is composed by the Board Presidents and by representatives of the sector, invited by the Board.
2. The mandate of the General Council coincides with the mandate of the Board.
3. The General Council shall have a President and a Vice-President, chosen from among their members.
4. The General Council is the advisory body of the Board for the definition of the broad lines of action of APREN.
5. The General Council will meet with the Board, at least twice a year.

Chapter V

Miscellaneous Provisions

Article 21

(General secretary)

APREN will have a Secretary General, appointed and dismissed by the Board, to which the following responsibilities are assigned:

- Dispatching communications, information and other correspondence of APREN;
- Administrative service organization, ensuring that all legal obligations are fulfilled in a timely manner;
- Keep updated information on the financial situation of APREN;
- Develop and maintain the list of Members, with the record of the dates of admission and termination as Members;
- Charging the quotas;
- Develop a newsletter for internal and external dissemination;
- Develop and maintain APREN's website;
- Other duties delegated by the Board.

Article 22

(Extinction of APREN)

1. APREN is extinguished with the effects provided by law, in the following cases:

- By dissolution of the General Meeting convened specifically for this purpose, adopted by a majority of three-quarters of the existing Members;
- The loss of all its Members;
- By court decision, in the terms of the law.
- In the event of APREN extinction, the General Assembly will decide about the fate of their property, without prejudice to Article 166 of the Civil Code.