

STATUTES

Chapter I

General Provisions

Article 1

(Designation)

1. The Association adopts the name "APREN - Portuguese Renewable Energy Association", hereinafter "APREN".
2. APREN is a non-profit association, founded under the legal regime of associations governed by private law, and will last indefinitely.
3. APREN may associate itself or join national or international associations, as long as these do not pursue purposes contrary to its own, as well as 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. The headquarters may be transferred by means of resolution of the General Meeting approved by a qualified majority.

Article 3

(Purpose)

1. It is the purpose of APREN to coordinate, represent and defend the interests of its Members, individuals or collectives, actively participating in the definition of environmentally innovative public energy policies, namely with the aim of promoting and developing the electricity sector from endogenous and renewable energy sources, its technologies and use, including decentralized production, energy communities, self-consumption and storage within the necessity to promote the decarbonization of the economy and increase energy efficiency, as a way of fighting climate change, the liberalization and democratization of the sector's value chain and the achievement of 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 government bodies, as well as any other organizations, companies or organized social groups.
3. In pursuit of its purpose and through its Board, APREN will develop its activity along any public or private, domestic or foreign entities, and shall in particular:
 - a) Promote and publicize the use of endogenous and renewable sources of energy for the production of electricity, as the most efficient way to decarbonize the economy and as a basis for sustainable development;
 - b) Promote a sustainable and balanced development of the various forms of electricity production from renewable sources as a means of global involvement of civil society in the fight against climate change;
 - c) Promote the efficient use of energy, namely through greater electrification of energy consumption, of which electric mobility is an example;
 - d) Support and encourage researchers or experts to develop research or demonstration projects;
 - e) Promote the dissemination of decentralized production, whether in terms of private housing, individual or in buildings, or in industrial facilities or services, in its different forms of self-consumption;

- f) Promote solutions in Portugal with greater added value in the industrial chain and services of renewable electricity, namely encouraging the creation and financing of startups, research and development, as well as job creation in sectors related to renewable energies;
- g) Monitor the preparation and publication of new legislation and regulations on the energy sector, both nationally and at the community level, providing Members with updated information, as an effective instrument of action in their areas;
- h) Provide its Members with information and periodic dissemination services on the dynamics of the energy sector, namely in the field of renewable energies and environmental sustainability;
- i) Raise awareness of the need to preserve energy sources for sustainable development in the country;
- j) Promote and participate in the preparation of studies or projects of interest to Members;
- k) Call meetings and hold major events of technical, economic and scientific nature, such as fairs, congresses and conferences throughout the year;
- l) Promote legal, technical, economic and financial monitoring of the development of the Members' activities;
- m) Act proactiv and constructively with official bodies and other entities, drawing up recommendations and advising the adoption of relevant measures for the object of the Association's activity;
- n) Hold events for the dissemination of technological solutions and services that foster technological, economic and financial evolution in order to pursue goals and objectives defined by the Portuguese State as well as by the European Commission and other instances of the European Union in the field of renewable Energy, and fight against climate change;
- o) Encourage student participation in scientific research activities related to the activity of Members and the promotion of renewable energies;

- p) Promote and develop professional and academic training actions;
- q) Award scholarships and prizes to support teaching and research related actions;
- r) Publish and disseminate the results of scientific research;
- s) Carry out activities related to environmental preservation;
- t) Exercise any other activities within the scope of its mission, defined by the Association's competent bodies.

Article 4

(Profits)

The profits from APREN are:

- a) The product of members' admission fees, members' contributions or extraordinary contributions;
- b) Subsidies granted by public entities;
- c) Any endowment, donations, legacies and inheritances which it may be given;
- d) Those resulting from the organization of events of a technical / economic, economic-financial and scientific nature;
- e) Any other income in accordance with the law.

Chapter II

Members

Article 5

(Membership Categories and Admission Conditions)

1. APREN has the following Membership categories:
 - a) Producer Member;
 - b) Industrial Member;
 - c) Services Member;
 - d) Prosumer Member;
 - e) Merit Member.
2. The member's rights and obligations are those contained in these Statutes and APREN's Internal Regulations.
3. Any natural or legal person authorized to produce electricity from renewable sources can be a "Producer Member".
4. Any natural or legal person who professionally develops the activity of manufacturing and / or installing electricity generation or auxiliary equipment from renewable energy sources can be an "Industrial Member".
5. Any natural or legal person that professionally carries out the activity of providing consultancy services, and of technical nature, namely engineering, financial or legal, related to the generation of electric energy from renewable sources and that can unequivocally contribute in a relevant way to the purposes of APREN, can be "Services Member".
6. Any natural or legal person who owns electricity generation units from renewable sources intended for self-consumption and, as an alternative, the injection of electricity into the grid, can be "Prosumer Member". This member category is limited to a maximum value of 5MW of produced power.
7. Any natural person who has stood out, due to their professional and / or academic activities, in promoting the purpose of APREN can be a "Merit Member".
8. The Board is responsible for assessing and approving the admission of any Member, upon application to be submitted under the terms of the Internal Regulation.

Article 6

(Rights)

1. The Members are entitled to:
 - a) Participate in General Meetings;
 - b) Vote in the General Meetings;
 - c) Elect and be elected to the Association collective Bodies;
 - d) Convene the General Meeting pursuant to Article 15, n. 2;
 - e) Receive appropriate and timely information from the Association;
 - f) Cancel its membership pursuant to Article 8.

Article 7

(Obligations)

The Members are obliged to:

- a) Attend General Meetings and other meetings for which they are convened to;
- b) Comply with the Statutes and other internal regulations and the decisions of the Governing Bodies;
- c) Punctually pay its fees and contribute to other approved expenses, under the Statutes and Internal Regulation;
- d) Report to APREN its identification data and any changes thereto, within and under the terms of the national and EU data protection legislation;
- e) Inform APREN about the elements related to its activities and Member categories, as well as any changes to them. This information must be provided in writing, within 60 days of the respective change;
- f) Contribute to the pursuit of the object and purposes of APREN.

Article 8

(Loss of membership)

1. The loss membership takes place when:
 - a) Written resignation addressed to the Chairman of the General Meeting;
 - b) Failure to pay the fees or other cash benefits, under the terms of the Statutes of or Regulation in force;
 - c) Death (in the case of natural persons) or dissolution, declaration of insolvency or, in general, the extinction or cessation of the activity (in the case of legal persons);
 - d) The provision of false declarations or omissions in matters determining its admission;
 - e) Deliberation of the General Assembly, preceded by a hearing of the interested party that ensures his/its right of defense, when his/its behaviour:
 - i. Affects APREN's prestige or reputation;
 - ii. Prevents the fulfillment of validly assumed commitments, or the realization of APREN's purpose;
 - iii. Is contrary to the interests of APREN;
 - iv. Seriously and repeatedly violates his/its duties as a Member from APREN.
2. A Member that no longer belongs to APREN is not entitled to a refund of any amounts that have been paid as admission fee or overdue fees concerning the period spent as a Member.
3. The waiver or loss of membership does not preclude the member's responsibility for the payment of any amounts due, regarding the period in which the relationship with the Association lasted.

Chapter III

Ordinary Fees and Admission Fee

Article 9

(Ordinary fees)

1. Each Member will pay an ordinary fee to support operating costs, as well as costs resulting from the pursuit of APREN's purpose.
2. The amount of the ordinary fee due by each Member is determined according to the levels defined in the Internal Regulation.

Article 10

(Payment of fees)

1. The Board shall communicate to each Member the value of its ordinary fee by February 15 of the respective year.
2. The Members must pay the fees within 90 days after the communication referred to in the previous number.
3. In the event of a change in conditions that determine the classification in a specific level under the terms of the Internal Regulation, occurred after the date indicated in number 1 of this Article, communicated by the Member under the terms of Article 7, the Board, if justified, will correct the the amount of the fee and communicate this fact to the Member.

Article 11

(Admission Fee)

1. All Members, with the exception of “Merit Members”, will pay an admission fee set in the Internal Regulation approved by the General Assembly.

Chapter IV

Governing Bodies

Section I

General Principles

Article 12

(Governing Bodies)

- 1 The Governing Bodies of APREN are: the General Assembly, the Board, and the Audit Committee.
- 2 The General Assembly, the Board and the Audit Committee shall be elected every three years by the General Assembly.
- 3 Members must submit their lists for each of the Governing Bodies to be elected, which can be separated. The Members which are legal persons, must immediately name who will represent it in the Governing Bodies.
- 4 The role of the members of the Governing Bodies begins with their election and ceases with their resignation or the election of their successors.
- 5 Members of APREN's Governing Bodies may be re-elected one or more times.
- 6 The positions in Governing Bodies will be exercised without remuneration, without prejudice to the right of reimbursement of expenses incurred in the performance of the functions inherent to them, unless the General Assembly decides otherwise. The only exception respects the of position of Chairman of the Board, who will be remunerated according to the decision of the Board (without the intervention of its Chairman).

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, which consists of a President and a Secretary.

Article 14

(Competencies)

Upon proposals submitted to it by Members, by the Board or by the Audit Committee, it is the job of the General Assembly to:

- a) Define APREN's general lines of action;
- b) Elect and dismiss 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 the purpose of APREN;
- e) Approve and amend the Internal Regulation regarding the classification of Members, admission fee and ordinary fee;
- f) Approve any amendment to the Statutes;
- g) Decide on any other matter submitted by the Board or resulting from the Statutes or Regulation currently in force;
- h) Deliberate on the extinction of APREN.

Article 15

(Meetings and convocations)

1. The General Meeting meets ordinarily in the first and last quarter of each year to review, respectively, the Report and Accounts presented by the Management (as well as the report and the opinion of the Audit Committee), referring to the previous year and for the appreciation of the Business Plan and next year's Budget.
2. The General Assembly meets extraordinarily whenever required by the Board, the Audit Committee or by Members, which votes correspond to one fifth of the admissible votes.

3. The General Meeting is summoned up by its Chairman, at least ten days in advance, by means of written communication to the Members, stating the day, time, and the place of the meeting, as well as the agenda. It will also state that the deliberations of the General Meeting will be valid with the quorum legally allowed after thirty minutes from the initial time.
4. The General Assembly may meet with waiver of prior formalities if all Members are present, or if they are represented by other Members by written communication to that effect, addressed to the Chairman of the General Assembly, and have expressed their desire for this to be constituted and deliberate on a specific matter.

Article 16

(Votes and ways of deliberation)

1. The deliberations of the General Assembly will be validated by an absolute majority of the votes of the Members present or represented, respecting the legal quorum for the meeting under the terms of paragraph 1 of article 175 of the Civil Code, except as indicated in point 2 (two).
2. Decisions on the matter listed in paragraph f) of Article 14 will be made by a qualified majority of three quarters of the votes of the Members present.
3. Deliberations related to the matter contained in Article 14 (b) will be made by direct and secret vote.
4. Voting by post is not allowed.
5. The number of votes of each Member is equal to its number of quota units, determined under the terms of Article 9 and the respective Internal Regulations.

Section III

Directorate

Article 17

(Composition and functioning)

1. The Board will have between seven and thirteen members, elected amongst the Members, and must include a representative from each of the categories of Industrial and Prosumer Members.
2. The Board will have a President and two Vice-Presidents.
3. The Board shall meet monthly.
4. For the meeting to 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 appoint an Executive Committee made up of the President and two Vice-Presidents, with powers defined by a specific delegation.

Article 18

(Competencies and Binding)

1. APREN's Administration and its representation to third parties are in charge 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 binded with the signature of two members of the Board. A single 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:
 - a) Supervise the resolutions of the General Assembly, informing the Members of the void or voidable resolutions and irregularities brought to their knowledge;
 - b) Ensure compliance with legal and statutory provisions;
 - c) Supervise the activities of the Board, annually prepare a report on their activity and comment on the draft budget and the annual report presented by the Board;
 - d) The Audit Committee shall meet at least one time every quarter.
3. The Audit Committee shall be convened by its Chairman, 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 made up by all of the previous 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 amongst 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.

6. The Chairman of the Board and the Chairman of the General Council may convene meetings with specific members of the General Council to debate and discuss relevant issues to the achievement of the purpose and objectives of APREN.

Chapter V

Extinction of APREN

Article 21

(Extinction of APREN)

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

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