

STATUTES

Chapter I

General Provisions

Article 1

(Denomination)

1. The Association adopts the name of "APREN – Portuguese Renewable Energy Association", hereinafter referred to as "APREN".
2. APREN is a non-profit association, created under the legal regime of private law associations, and will last for an indefinite period.
3. APREN may associate or join national or international associations, if these associations do not pursue purposes contrary to its own; it may create delegations or other forms of representation as well.

Article 2

(Office)

1. APREN has its office in Lisbon, at Avenida da República, nº 59, 2nd floor, in the parish of Avenidas Novas.
2. The office may be transferred by resolution of the General Assembly approved by qualified majority.

Article 3

(Purpose)

1. APREN's purpose is to coordinate, represent and defend the interests of its Members, natural or legal persons, actively participating in the definition of economically, socially and environmentally innovative public energy policies, namely with the purpose of promoting and developing the electricity sector from endogenous and renewable energy sources, renewable electrolytic hydrogen and renewable fuels of non-biological origin, as well as their technologies and use, including decentralised electricity generation, energy communities, self-consumption and energy storage; namely in hydro, batteries and renewable electrolytic hydrogen aspects, framed by the need for security of supply, the reindustrialization of Europe, the promotion of the decarbonisation of the economy and society and the increase in energy efficiency, as ways to fight climate change, the liberalization and democratisation of the sector's value chain and the achievement of sustainable economic and social development for the Country.
2. In the pursuit of its purpose, APREN will act as an interlocutor with political, financial, environmental, economic and social decision-making bodies, as well as any other bodies, representative companies or organized social groups.
3. In the pursuit of its purpose, APREN, through the Board of Directors, will develop its activity with any public or private entities, national or foreign, and shall, in particular:
 - a) Promote and disseminate the use of endogenous and renewable energy sources for electricity production, renewable electrolytic hydrogen and renewable fuels of non-biological origin as the most efficient way to decarbonise the economy and the basis for sustainable development;
 - b) Promote a sustainable and balanced development of the various forms of electricity production from renewable sources as a form of global involvement of civil society in the fight against climate change;

- c) Promote the efficient use of energy, namely through continuous increase in the direct and indirect electrification of energy consumption;
- d) Support and encourage researchers or specialists to develop research or demonstration projects;
- e) Promote the dissemination of decentralised electricity production both in private residences, individuals or buildings, and in industrial business or service facilities, in their different forms of self-consumption;
- f) Promote in Portugal higher value-added solutions in the industrial and service chain of renewable source electricity, namely by encouraging the creation and financing of start-ups, research and development, as well as job creation in sectors related to renewable energies.;
- g) Monitor the preparation and publication of new legislation and regulation regarding the energy sector, both at national and community levels, providing the members with updated information as an effective tool for action in their areas;
- h) Provide its members with information and periodic dissemination services regarding the dynamics of the energy sector, particularly in the area of renewable energies and environmental sustainability, the socio-economic impact, and the competitiveness of the country and its companies, as well as the preservation of biodiversity and the restoration of biological ecosystems;
- i) Raise awareness of the need to preserve renewable energy sources for an environmentally, economically, and socially sustainable development of the country;
- j) Promote and participate in the preparation of studies or projects of interest to the Members;
- k) Convene meetings and hold major events of a technical-economic and scientific nature, such as fairs, congresses, and conferences throughout the year;

- l) Promote the legal, tax, technical, economic, and financial support for the development of the activities of the Members;
- m) Act in a proactive and constructive manner with official bodies and other entities, drafting recommendations and proposing the adoption of measures relevant to the Association's activities;
- n) Hold events to promote solutions and services that foster technological, economic, and financial evolution in order to pursue goals and objectives set by the Portuguese State as well as by the European Commission and other bodies of the European Union in the context of renewable energy, fight climate change, preserving biodiversity and restoring ecosystems, as well as socioeconomic development and increasing the competitiveness of the country and its companies;
- o) Encourage the participation of students in scientific research activities related to the activities of the Members and the promotion of renewable energy;
- p) Promote and develop actions for professional and academic training;
- q) Grant scholarships and awards to support actions related to teaching and research;
- r) Publish and disseminate the results of scientific research;
- s) Carry out activities related to the use of renewable energy sources for the direct and indirect electrification of energy consumption, with the socioeconomic development of the country based on that same electrification and with the increase of the country's competitiveness and its companies;
- t) Carry out activities related to environmental preservation, biodiversity, and ecosystem restoration;
- u) Carry out any other activities within the scope of its mission, as defined by the competent authorities;

- v) Promote awareness of the benefits to society and local communities and the importance of electricity production projects based on the use of endogenous and renewable sources, renewable electrolytic hydrogen, and renewable non-biological fuels, promoting their coexistence and a positive relationship;
- w) Promote the circular economy throughout the value chain of electricity production based on the use of endogenous and renewable sources, renewable electrolytic hydrogen, and non-biological renewable fuels, including the individual or peripheral components of electricity generation centers.

Article 4

(Income)

APREN has the following sources of income:

- a) The product of the admission jewels of Members, of the subscriptions or of extraordinary contributions from the Members;
- b) The subsidies granted by public entities;
- c) Any donations, gifts, legacies, and inheritances that are attributed to the Association;
- d) The one resulting of the organization of events of a technical, economic-financial, and scientific nature;
- e) Any other revenues that are due to the Association in accordance with the law.

Chapter II

Respecting the Members

Article 5

(Categories of Members and Admission Requirements)

1. APREN has the following Members categories:
 - a) Promoter;
 - b) Industry;
 - c) Services;
 - d) Institutional;
 - e) Merit.
2. The rights and obligations of the Members are those set out in these Statutes and the Internal Regulation of APREN.
3. It is the responsibility of the Board to assess and approve the admission of any Member, based on an application to be submitted in accordance with the Internal Regulations.
4. Any individuals or legal entities authorized to produce electricity from renewable sources, renewable electrolytic hydrogen, and renewable non-biological origin fuels, as well as to store energy, can be "Promoter Member".
5. Any individuals or legal entities that professionally engage in the manufacturing and/or commercialisation and installation of equipment, individual components or peripheral elements used for electricity generation from renewable energy sources, the manufacturing and/or installation of equipment for producing electrolytic hydrogen or non-biological renewable fuels, as well as energy storage, may be considered "Industrial Member".

6. Any individuals or legal entities that engage professionally in investment activities, financial services, insurance, and management of collective investment bodies, either as a primary or ancillary activity, as well as providing consultancy services of a technical nature, namely engineering, financial, or legal, among others, related to the generation of electricity from renewable energy sources and that can contribute significantly to the objectives of APREN can be considered "Service Member".
7. Any representative associations of business activities with significant energy consumption and interest in the generation and/or consumption of electricity from renewable sources, renewable electrolytic hydrogen, and renewable non-biological fuels and energy storage, or that operate in the energy sector and in complementary areas, namely, environment, sustainability, circular economy, among others, can be "Institutional Member".
8. Any individuals who have distinguished themselves, due to their professional and/or academic activities, in promoting the object of APREN can be 'Merit Member'.

Article 6

(Rights)

All Members benefit from the following rights:

- a) Participate in the General Assemblies;
- b) Vote in the General Assemblies;
- c) Elect and be elected to the collective bodies of the Association;
- d) Convene the General Assembly as provided for in Article 15, paragraph 3;
- e) Receive from the Association the information that proves to be relevant and timely;
- f) Waive the Membership statute.

Article 7

(Duties)

Duties of the Members:

- a) Attend the General Assemblies and meetings to when summoned;
- b) Comply with the Statutes and other internal regulations, as well as the decisions of the Social Bodies;
- c) Pay the fess punctually and participate in other charges regularly approved according to the Statutes and internal regulations;
- d) Inform APREN on identification data and any changes to it, under the terms and in accordance with applicable national and EU legislation on data protection;
- e) Inform APREN about the activities and categories of Members, namely all the installed electric power held directly or indirectly, under the terms of the Internal Regulation in force, including energy storage systems and electrolysis power, as well as any changes. This information must be provided in writing within 60 days following the respective change;
- f) Contribute to the pursuit of the object and purposes of APREN.

Article 8

(Loss of Member status)

1. The Members will lose their quality when:

- a) They waive their condition, by addressing a letter to the President of the General Assembly;

- b) The failure to pay fees or other financial contributions, in accordance with the Statutes or the regulations in force;
 - c) The death (in the case of natural persons) or the dissolution, the declaration of insolvency or, in general, the termination or cessation of activity (in the case of legal entities);
 - d) The provision of false statements or omission of essential matters for the admission, continuity and framing in the categories of Member and due fees;
 - e) Deliberation of the General Assembly, preceded by a hearing of the interested party that ensures the right of defense, when the behavior:
 - i. Affect the prestige or reputation of APREN;
 - ii. Prevent the fulfillment of commitments validly made, or the realization of the object of APREN;
 - iii. Goes against the interests of APREN;
 - iv. When the Member repeatedly and seriously violates its duties.
2. The Member who, in any way, loses the status of Member of APREN is not entitled to the reimbursement of any amounts such as the membership fee, due contributions concerning the period remained as a Member, or other.
3. The waiver or loss of the status of Associate under another title does not preclude that person's liability for the payment of any amounts owed, pertaining to the period during which the membership relationship was maintained.

Chapter III

Fees and Membership jewel

Article 9

(Fees)

1. Each Member shall pay an annual fee intended to cover the operational costs, as well as the costs arising from the pursuit of the objectives of APREN.
2. The amount of the annual fee owed by each Member is determined according to the levels defined in the Internal Regulations.

Article 10

(Payment of fees)

1. The Board must inform each Member of the amount of their annual fee according to the Internal Regulations of APREN.
2. The Members must pay the fees within the deadline set in the Internal Regulations of APREN.
3. Should there be a change in conditions during the calendar year that requires the reclassification of the Member according to the Internal Regulations into a different level, the Member is obliged to notify APREN within a maximum period of 60 days and to make the payment of the adjusted fee based on a criterion of temporal proportionality.

Article 11

(Admission Jewel)

1. All Members, except for the 'Merit Members', shall pay an admission jewel as defined in the Internal Regulations approved at 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 Fiscal Council.
2. The General Assembly Board, the Management and the Fiscal Council will be elected for three-year terms at the General Assembly.
3. The Members must submit lists of candidates for the president of the General Assembly Board by March 1st of each three-year term for each of the Governing Bodies to be elected.
The Members that are legal entities must immediately indicate the individuals who will represent them in the Governing Bodies.
4. The members of the Governing Bodies indicated in the list voted the most at the ordinary general assembly will be elected. Their respective functions will begin with their election and will cease with their resignation or the election of their successors.
5. The holders of positions in the Governing Bodies of APREN may be re-elected one or more times.

6. Except for the position of President of the Board, which will be compensated in accordance with what will be decided by the Board, without intervention from its President, unless otherwise decided by the General Assembly, the positions in Governing Bodies will be held without any right to remuneration, without prejudice to the right to reimbursement of expenses incurred in the performance of the functions inherent to them.

Section II

General Assembly

Article 13

(Composition and functioning)

1. The General Assembly of APREN is composed of all Membes in full enjoyment of their rights.
2. The proceedings of the General Assembly are directed by a Board of the General Assembly composed of a President, a Vice-President, and a Secretary.

Article 14

(Competencies)

It is the responsibility of the General Assembly, based on proposals presented by the Members, the Board, or the Fiscal Council:

- a) To define the general lines of action of APREN;
- b) To elect and dismiss the holders of the Governing Bodies of APREN;
- c) To approve the Annual Report and Accounts and the Plan of Activities and Budget for the following year, in the first and last quarter of each year, respectively;
- d) To approve and amend the Internal Regulations regarding the quality of Members, membership fee, and admission jewel;

- e) To approve any amendments to the Statutes;
- f) To deliberate on any other matter submitted to it by the Board or arising from the Statutes or regulations in force;
- g) To deliberate on the extinction of APREN.

Article 15

(Meetings and convocations)

1. The General Assembly must meet in the first quarter of each year to approve the Report and Accounts for the previous year, accompanied by the Opinion of the Fiscal Council, as well as, whenever applicable, elect the members of the Governing Bodies which term has ended.
2. The General Assembly shall meet in the last quarter of each year to approve the Activity Plan and Budget for the following year, except in the last civil year of the triennium corresponding to the term of office of the governing bodies.
3. The General Assembly will meet extraordinarily whenever requested by the Board, the Fiscal Council, or by Members which votes represent one fifth of the eligible votes.
4. The General Assembly is convened by the President of the General Assembly, with a minimum notice of ten days, by written communication to the Members, indicating the day, time, location of the meeting, and the agenda, as well as mentioning that the Assembly may proceed without the legal quorum thirty minutes after the time stated in its notice.
5. The General Assembly may meet without the need for prior formalities if all Members are present, or if they are represented by other Members through written communication for that purpose, addressed to the President of the General Assembly, and have expressed their wish for it to be constituted and to deliberate on a specific matter.

Article 16

(Votes and forms of deliberation)

1. The deliberations of the General Assembly will be taken by an absolute majority of the votes of the present or represented Members, respecting the legal quorum for the meeting in accordance with paragraph 1 of article 175 of the Civil Code, with the exception of what is stated in point 2 (two).
2. The deliberations on the matters listed in points e) and g) of Article 14 shall be taken by a qualified majority of three-quarters of the votes of the present Members.
3. The deliberations regarding the matter referred to in paragraph b) of Article 14 shall be taken by direct and secret vote.
4. Voting by mail is not allowed.
5. The number of votes for each Member is equal to the number of fee units that correspond to them, as determined in Article 9 and the respective Internal Regulations.

Section III

The Board

Article 17

(Composition and functioning)

1. The Board of APREN will consist of a number between seven and seventeen Members, always made up of an odd number, elected from among the Members.
2. The Board will have a President and up to four Vice Presidents.
3. The Board shall meet monthly.
4. For the Board to be considered validly convened, it will suffice for the majority of its members to be present.

5. The President will have the right to a tie-breaking vote in case of a tie.
6. The Board may appoint an Executive Committee consisting of the President and up to four other members, with powers defined by specific delegation.

Article 18

(Competencies and Linkage)

1. The administration of APREN and its representation before third parties is the responsibility of the Board, which is tasked with carrying out all acts necessary or convenient for achieving the statutory purpose and executing the decisions validly made at the General Assembly.
2. APREN is linked with the signature of two members of the Board, with only one signature being sufficient for acts of mere administration.

Section IV

Fiscal Council

Article 19

(Composition and competencies)

1. The Fiscal Council is composed of a President and two Vogals.
2. The Fiscal Council is responsible for:
 - a) To ensure compliance with legal and statutory provisions;
 - b) Supervise the activity of the Board and issue an opinion on the budget project, report, and accounts presented by the Board;
 - c) The Fiscal Council must meet at least once every four months.
3. The Fiscal Council is convened by its President, and can only deliberate in the presence of the majority of its members, with decisions taken by the majority of votes from the members present, and the President, in addition to their vote, has the right to a casting vote.

Chapter V

General Council

Article 20

(Composition and functioning)

1. The Board may establish a General Council, of a consultative nature, which should be composed of former Chairpersons of the Board and personalities connected to the sector.
2. The General Council will have a president and a vice-president, elected by its members.
3. The General Council will meet with the Board at least three times a year.
4. The President of the Board and the President of the General Council may convene meetings with specific members of the General Council to evaluate the general lines of action of APREN and to discuss relevant issues for the achievement of APREN's goals.

Chapter VI

Extinction of APREN

Article 21

(Extinction of APREN)

1. APREN is extinguished, with the effects provided for by law, in the following cases:
 - a) By dissolution through a resolution of the General Assembly convened specifically for this purpose, adopted by a majority of three quarters of the Members present at the time;
 - b) For the loss of all its Member;
 - c) By judicial decision, in accordance with the law;
 - d) Should APREN be extinct, the General Assembly will decide on the destination of its assets, without prejudice to the provisions of Article 166 of the Civil Code.