

ARTICLES OF ASSOCIATION OF THE COUNCIL OF EUROPEAN ENERGY REGULATORS ASBL – CONSOLIDATED ON 25 October 2023

CHAPTER 1 – NAME, REGISTERED OFFICE, PURPOSE, DURATION

Article 1 - Name

A not-for-profit association is constituted under the name “*Council of European Energy Regulators*”, abbreviated “*CEER*” or the “*Council*”. CEER is a non-profit association (ASBL) governed by the Code on companies and associations (the “Code”).

Article 2 - Registered office

The registered office of the association is established in the Brussels Region, Belgium. It may be moved to any other location in Brussels following a decision taken by CEER’s Board of Directors and published in the Annexes of the Belgian Official Journal provided this move does not require a change of the language of these statutes as a result of the applicable language legislation.

Article 3 - Purpose and activities

3.1. The not-for-profit objectives of the association are to:

- promote the development of efficient and competitive internal markets for electricity and gas in Europe through the establishment of appropriate mechanisms;
- set up cooperation in order to achieve competitive internal markets for electricity and gas in Europe, in which the principles of transparency and non-discrimination are ensured;
- promote a broad and representative vision of Europe’s energy markets;
- set up cooperation, information exchange and assistance amongst the Members and Observers, with a view to establishing expert views for discussion with the institutions of the European Union (EU) and, in particular, with the European Commission, and representative international organisations of other sectors which may be involved;
- contribute to the advancement of research on regulatory issues;
- establish coherent and expert knowledge and analysis such that the institutions with which Members wish to hold discussion naturally consult the Members at a formative stage in policy development;
- provide a framework for the discussion of regulatory issues and exchange of experience;
- provide the necessary elements for the development of regulation in the fields of electricity and gas;
- develop joint approaches vis-à-vis transnational energy companies that operate in, or can exert influence on, separated regulated utility markets;
- promote and provide training;
- cultivate relations with similar associations outside the EU area;
- with the agreement of the other members of the International Confederation of Energy Regulators (ICER), CEER will, as and where appropriate, represent ICER in the management of projects related to the dissemination of best regulatory practices, and may provide secretariat services to ICER;

- work together, where possible, to establish common policies among Members and Observers towards agreed issues; and
- share the knowledge and expertise acquired in Europe in respect of energy market regulation with authorities, organisations or associations from countries situated outside of the EU, on its own or through entities it cooperates with.

3.2. In order to meet these objectives, the association will:

- 3.2.1. advise and assist the European Institutions on regulatory issues arising on electricity and gas either at their request or on its own initiative;
- 3.2.2. respond within appropriate time limits to the mandates given by the European Institutions in respect of the preparation of implementing measures;
- 3.2.3. foster cooperation, information exchange and assistance among Members and Observers with a view to providing a framework for discussion, establishing expert views and exchanging experience, on all aspects falling within the scope of the internal markets for electricity and gas in Europe. Such cooperation should include where possible work to recommend common policies towards agreed issues;
- 3.2.4. foster and review common and uniform day to day implementation and application of EU legislation. It will examine and propose guidelines, recommendations and best practices that the Members will introduce in their regulatory practices on a voluntary basis;
- 3.2.5. contribute to the creation of effective and efficient mechanisms to enhance consistent monitoring, development and enforcement of the internal markets for electricity and gas within the EU and the European Economic Area (EEA);
- 3.2.6. observe and assess the evolution of electricity and gas markets in the EU and the EEA and the global tendencies in energy regulation and their impact on the regulation of one single market for electricity and gas;
- 3.2.7. use the appropriate process to consult, inter alia, market participants, consumers and operators;
- 3.2.8. maintain close relations with the Agency for the Cooperation of Energy Regulators (ACER), which was established by EC Regulation No 713/2009, so as to facilitate consultation, co-ordination and cooperation between the regulatory authorities of all Member States and between those authorities and the European Commission with a view to consolidating the internal market and ensuring the consistent application in all Member States of current and any future EU legislation and international commitments in the field of electricity and gas;
- 3.2.9. maintain close relations with other regional associations of regulators, either bilaterally or multilaterally, e.g. through ICER; and
- 3.2.10. participate, either on its own or through ICER or other organisations, in the development of cooperation assignments in countries situated outside of the European Union, involving both remunerated or non-remunerated activities, advice, training, study visits and skills transfers, setting up of regulatory tools in

the areas of energy markets and governance, within the frameworks of projects supported, promoted or subsidised by European institutions such as the European Commission, the European Bank for Reconstruction and Development (EBRD) or other international institutions or organisations.

- 3.3. In the fulfilment of its objectives, the association may carry out any act or activity in accordance with the law, in particular any legal provisions with respect to not-for-profit associations. This includes, among others, the recruitment of staff, the acquisition, lease or rent, production, transfer or exchange of all movable and immovable properties, to contract, to borrow and lend money, provide mortgages, pledges or any other form of guarantee on its possessions.

Article 4 - Duration

The duration of the association is unlimited.

CHAPTER 2 – MEMBERS

Article 5 - Membership

- 5.1. The conditions to be Member are to be an independent National Regulatory Authority (NRA) designated by a Member State of the EU or by a Member State of the EEA adhering to the Directives and Regulations of the EU on electricity and/or gas or of a European country which has a long-lasting experience of regulating a liberalised energy market according to European standards.

Any legal entity which fulfils one of the above conditions may become a Member provided it is admitted by the General Assembly pursuant to Article 8 of these statutes.

- 5.2. If the General Assembly considers that a Member no longer fulfils the conditions listed under Article 5.1 above, the General Assembly may decide to revoke its capacity of being a Member of the association as stipulated under Article 10. The General Assembly may grant derogations and nominate honorary members according to Article 8. Honorary membership can only be granted to natural persons without right and obligations reserved for Members and Observers.
- 5.3. For the purpose of these statutes, National Regulatory Authority has the same meaning as defined and interpreted in Directives 2019/944/EU and 2009/73/EC and any acts amending or replacing these. This definition applies mutatis mutandis for EEA Member States which are not EU Member States.
- 5.4. Only one National Regulatory Authority per Member State of the EU or of the EEA, may be admitted as a Member of this association.
- 5.5. Without prejudice to the contribution and vote weighting rules described under Articles 12 and 17.4 and except for the voting restrictions applicable to Members who are not directly affected by EU legislation as stipulated under Article 17.7, each Member shall have the same rights and obligations.

Article 6 - Observership

6.1. Where the conditions of Article 5.1. are not fulfilled, an observership can be applied for under the following conditions: to be an independent National Regulatory Authority (NRA) designated by an EU accession country or by a Member State of the European Free Trade Association (EFTA) or by a Contracting Party of the Treaty establishing the Energy Community striving to adhere to the Directives and Regulations of the EU on electricity and/or gas.

Any legal entity which fulfils the above conditions may become an Observer provided it is admitted by the General Assembly pursuant to Article 8 of these statutes. However, this does not apply to any National Regulatory Authority fulfilling the above conditions, but which is already a Member.

6.2. If the General Assembly considers that an Observer no longer fulfils at least one of the conditions listed under Article 6.1 above, the General Assembly may decide to revoke its capacity of Observer of the association as stipulated under Article 10.

6.3. For the purpose of Article 6 of these statutes, the definition of a National Regulatory Authority in Article 5.3 shall apply mutatis mutandis for Observers.

6.4. Only one National Regulatory Authority per EU accession country, per Contracting Party of the Treaty establishing Energy Community or per Member State of EFTA may be admitted as an Observer of this association.

6.5. The rights of Observers are limited to those rights which are explicitly granted to them under these statutes.

6.6. The General Assembly may also decide to enter into ad-hoc cooperation agreements with other Energy Regulatory Authorities. Such ad-hoc cooperation may include participation in CEER meetings, trainings, events and reports but does not imply that such Energy Regulatory Authorities become Members or Observers. This cooperation will not extend to meetings of the Board of Directors or the General Assembly, and shall be decided upon on a case-by-case basis.

Article 7 - Number

The number of Members is unlimited but may not be less than four.

Article 8 - Admission

8.1. New Members, and Observers, are admitted as Members or Observers by decision of the General Assembly pursuant to Articles 17.1 to 17.5 of these statutes.

8.2. Even if the conditions of Article 5 or Article 6 are fulfilled, the General Assembly is free to decide whether or not to admit a new Member or Observer, respectively.

8.3. Application for membership or observership shall be made in writing in such form as the Board of Directors or the Internal Rules may prescribe. Applications shall be submitted by email to the Secretary General. Applications shall be submitted by the Board of Directors to the General Assembly unless it is obvious that the applicant does not meet the conditions set forth in Article 5 or Article 6.

Article 9 - Resignation

Any Member or Observer may resign from the association provided that it notifies the Secretariat thereof by a registered letter. The resignation becomes effective at the end of the financial year in which the Secretariat was notified.

Article 10 - Exclusion

On the proposal of the Board of Directors, the General Assembly may decide to exclude any Member or Observer which does not conform to the statutes of the association, after hearing that Member or Observer's defence (or inviting the Member or Observer to the General Assembly and enabling it to defend itself).

The General Assembly may also decide to exclude any Member or Observer which:

- a. ceases to meet the conditions set forth in Article 5 or 6;
- b. goes into bankruptcy, legal administration, insolvency, or any similar legal proceedings; or
- c. acts in a way which directly contravenes with the purpose(s) and/or interests of CEER.

Such decision to exclude a Member or an Observer shall only be validly taken provided the proposed exclusion is expressly mentioned in the invitation to the General Assembly and the quorum and majority required for the amendment of the statutes are fulfilled.

Article 11 - Register

11.1. The Board of Directors shall keep a register of the Members and a separate register of the Observers at the registered office of the association.

11.2. The registers record the name, legal form (if applicable), nationality and registered office or domicile of each of the Members and Observers, respectively. All decisions regarding admission, resignation or exclusion of the Members and Observers are recorded in these registers by the Board of Directors within eight days of the Board of Directors having knowledge of the decision.

11.3. All Members and Observers may consult these registers at the registered office of the association.

Article 12 - Contributions

12.1. Members and Observers shall share the expenses of the association by means of contributions fixed annually by the General Assembly according to a system previously agreed by the General Assembly. As long as the General Assembly has not approved the budget and the contributions for the current financial year, the Board of Directors is authorised to ask Members and Observers for partial payments equivalent to their contributions for the previous financial year, pro-rata temporis.

12.2. When determining the contributions borne by each Member, the General Assembly has to take into account the weighting of Member's votes according to Article 17.4. Members' contributions should correspond to the weights of their votes (see Annex 1) and shall be amended accordingly when accession countries join the EU or the EEA.

- 12.3. When determining the contributions borne by each Observer, the General Assembly has to take into account the weighting of the Members according to Article 17.4. Observers' contributions should correspond to 80% of the contribution from a Member of similar population size (see Annex 1). The General Assembly may decide, on an ad hoc basis, to apply in a given year a flat fee for one or more NRAs from Observer countries who fall below a certain threshold (e.g. 50% of the EU average of GDP). The amount of the flat-rate Observership fee and the criteria shall be determined unanimously by the General Assembly and reported in the CEER annual budget. An Observer's contribution shall be amended accordingly when an Observer becomes a Member (i.e. as a result of joining the EU or the EEA).
- 12.4. The General Assembly may grant derogations (partly or fully) from the obligation to pay contributions by unanimous decision. These derogations are valid for the maximum period of one year and can be renewed by unanimous decision of the General Assembly.
- 12.5. The maximum contribution per Member or Observer and per year amounts to 200,000 Euro.
- 12.6. Contributions are due on the first day of the financial year or on another date determined by the Board of Directors. Members' voting rights are suspended if they have been in default with their contributions for more than 4 weeks.

Article 13 - Special duties

- 13.1. Members and Observers will keep the other national and regional energy regulators of their States informed about its discussions and, where necessary, make all appropriate national arrangements to be in a position to speak for the national competent energy regulators as a whole in the event that other national or regional regulators have an interest in the matter discussed.
- 13.2. Every Member and Observer will appoint a member of its staff or of the staff of the National Regulatory Authority of which he/she is the senior representative who will act as a CEER Liaison Officer. His/her task will consist of facilitating the relevant information exchange between his/her organisation, the CEER Secretariat and the other Members. A description of the role of the CEER Liaison Officer can be found in the CEER Internal Rules.

CHAPTER 3 - GENERAL ASSEMBLY

Article 14 - Composition

- 14.1. The General Assembly consists of all Members and Observers. Detailed composition is set out in the Internal Rules.
- 14.2. Upon invitation, a representative of the European Commission may participate in all debates related to matters described under Articles 3.2.1 and 3.2.2. Such a representative does not have voting rights.

Article 15 - Powers

The General Assembly has the power to:

- take any decision to fulfil the objectives set forth in Article 3;
- approve position papers and official documents;
- take any decisions with respect to public relations strategies and the communication of the views of the association;
- take any strategic decisions and/ or decisions with a long-term impact;
- admit and exclude Members and Observers;
- elect and dismiss Directors and determine their remuneration, if any;
- elect and dismiss the Secretary General;
- elect and dismiss statutory auditor(s) and determine their remuneration;
- determine the annual contribution of each Member and Observer;
- approve the annual accounts and the discharge to give to the Directors;
- decide to introduce a liability claim against the directors or the statutory auditor(s);
- determine the budget of the association on a proposal from the Board of Directors;
- establish or amend the Internal Rules of the association;
- mandate the Board of Directors to develop policy for the General Assembly;
- amend these statutes;
- change the association's legal form;
- perform or accept the contribution without consideration of a universality of assets;
- wind up the association and determine the allocation of its remaining assets after the payment of all indebtedness and obligations of any kind; and
- take any decision reserved by law or these statutes to the General Assembly.

The above powers are exclusively reserved to the General Assembly. This is without prejudice to the provisions of Article 22.1 regarding the possibility for the Board, if urgently needed, to further specify and detail the existing high-level and/or broader policy positions and principles already approved by the General Assembly. The General Assembly is at all times entitled to amend, correct, interpret, qualify or specify its own policy positions and principles and the further detailed policy positions adopted by the Board.

Article 16 - Meetings

16.1. The General Assembly will be convened at least four times a year and more frequently when appropriate.

If appropriate, the meeting can be held remotely through digital channels (instead of a physical meeting). In such a case, the President or the Secretary General shall inform the Members and Observers that they will have the possibility to participate remotely through digital channels following the same principles and rules as in the physical GA meetings. Members attending through digital channels shall be considered to be present at that meeting for the purpose of determining whether the quorum has been reached and their votes shall be taken into account in order to determine whether the required majority has been reached. In order for such remote participation to be valid, the association must be able to verify, through the digital channels used, the capacity and identity of the (representative of the) Member concerned. The association's Internal Rules may impose additional conditions for the use of digital channels in order to participate remotely in a meeting of the General Assembly provided the purpose of these additional conditions is to guarantee the security of the digital communication channel used. Without prejudice to any additional conditions or restrictions which may be imposed by law, the digital channels must at least enable the Members concerned to

follow directly, simultaneously and continuously the discussions taking place within the General Assembly and to exercise their right of vote on all matters regarding which the General Assembly is requested to take a decision. Moreover, the digital channels must enable the Members to participate in the General Assembly's deliberations and to ask questions unless the Board of Directors justifies in the convocation the reason why it cannot provide such digital communication channel. The convocation to the General Assembly meeting must include a clear and precise description of the procedure enabling a remote participation to the meeting. The minutes of the General Assembly must mention the problems and technical incidents which have prevented or disturbed the remote participation to the General Assembly or the vote.

Members may also be authorised to vote before a General Assembly on the items which are on the agenda of the General Assembly through an electronic vote as further detailed under Articles 17.11 and 17.12.

Members may give a power of attorney in order to be represented at a General Assembly meeting by a duly mandated proxy holder. Each power of attorney must be in writing and should be sent in advance of the meeting to the President or the Secretary General. Similarly, any person representing a Member at a meeting of the General Assembly at which he or she participated by using digital channels, must have a power of attorney which shall be sent to the President (or the Secretary General) in advance of the meeting. For voting on deliberations, a Member (be it a natural person or a legal entity acting through its statutory representative or through an attorney) shall not act as a proxy and/or vote on behalf of more than one other Member.

- 16.2. Any meeting of the General Assembly may be convened by the President or by the Board of Directors. The General Assemblies must be convened by the Board of Directors, at the request of at least one fifth of the Members.
- 16.3. In principle, Observers may participate in the meetings of the General Assembly but without voting rights. However, the President or the Board of Directors may decide to convene meetings of the General Assembly, or part thereof that shall be open to Members only. Moreover, the General Assembly itself may decide at any time that access to part or the totality of a meeting of the General Assembly shall be limited to the Members. Materials related to such meetings or part thereof (including the minutes of the meeting) will be accessible to Members only.
- 16.4. The date and place of each meeting, with the proposed agenda of the meeting, shall be fixed and communicated to the Members and Observers (unless they are not invited) and to the directors and the statutory auditor(s) (if any) at least four weeks before the meeting.
- 16.5. The President, or as the case may be, the Board of Directors, shall establish an agenda for each meeting. Any proposal from any Member or Observer may be added to the agenda. Unless otherwise agreed by the Board, proposed agenda items should be submitted in writing three weeks in advance of the meeting.
- 16.6. The meetings of the General Assembly are chaired by the President, he or she shall have no voting rights.

Article 17 - Deliberations

- 17.1. The Members present or represented at the General Assembly shall use their best efforts in order to reach consensus. Unless a stricter quorum is provided for in these Articles and/or by Belgian law, the General Assembly may deliberate only if at least half (50%) of the Members (headcount) are present or represented.
- 17.2. In its working and/or deliberation and/or decisions, the General Assembly will respect the national and EU legislation regarding secrecy and confidentiality. Further details regarding the confidentiality of CEER documents can be found in the CEER Internal Rules.
- 17.3. If consensus is not achieved, the matter must be put to vote among the Members and the decision of the General Assembly must be carried by qualified majority pursuant to Article 17.4 or, as the case may be, by the relevant majority pursuant to Articles 17.6, 17.8 or 17.9.

For the purpose of determining whether or not the required majority is achieved:

- Abstention votes and votes which are null and void are taken into account in order to determine whether or not the required majority is achieved, i.e. whether or not the required majority is achieved must be calculated based on all expressed votes;
- Members who do not attend and are not represented at the meeting and non-respondents in the electronic voting procedure are not taken into account in order to calculate whether the majority has been achieved.

For the purpose of determining whether or not the required quorum is achieved:

- Members who are present or represented at the meeting (even if they abstain from voting) and Members who vote (even if this is an abstention vote) through the electronic voting procedure are considered present;
- Members who are not present or represented at the meeting and Members failing to vote through the electronic voting procedure are considered absent.

In case the decision on a matter cannot be deferred until the next General Assembly meeting, the President, having consulted the Board of Directors, may submit such a matter to an electronic approval. The provisions of this paragraph shall *mutatis mutandis* apply to electronic voting, and further detailed requirements for a valid electronic voting shall be set out in the Internal Rules.

- 17.4. Members' votes will be weighted in accordance with the voting principles of the Council of the European Union as foreseen in Article 205 (2) EC-Treaty¹. Members have as many votes as the Member State they represent. The weighting of the votes of EU Members, other EEA Members and Accession Countries (effective as of the joining date) is attached as Annex 1 to these statutes. Unless the law or these statutes provide for a stricter majority, decisions are taken by a two-thirds majority of the votes.
- 17.5. The General Assembly shall identify and report any dissenting opinions of individual Members and communicate that there are dissenting opinions together with the decision

¹ For the avoidance of doubt, Members' votes shall continue to be weighted in accordance with Article 205 (2) EC-Treaty, even if this Treaty has since been replaced and new voting rules are in force in the EU.

reached, identifying the dissenting member authorities. This shall be achieved by posting the dissenting opinions on the CEER website and in the minutes of the meeting or in a separate document attached to the minutes with reference being made thereto in the minutes. The General Assembly is not required to communicate the dissenting opinions to third parties.

17.6. With respect to issues relating to Article 3.2, decisions are validly adopted in accordance with Articles 17.1 to 17.5 above, unless the majority of the Members from EU Member States voted against it (headcount).

17.7. With respect to issues relating to Articles 3.2.1 and 3.2.2, decisions are reserved to Members directly affected by EU legislation. Such decisions or other recommendations or positions of the association, which are taken by the required majority, are not binding for the overruled Members and shall not prevent them from expressing a dissenting opinion vis-à-vis external third parties.

17.8. The General Assembly may deliberate on amendments of these statutes only if the proposed amendments to the statutes have been communicated in detail in the invitation and at least two thirds of the Members are present or represented. These decisions require a two thirds majority of Members present or represented, except Article 3 which may only be amended with the unanimity of the Members present or represented. Notwithstanding Article 17.4, each Member has one vote.

If two thirds of the Members are not present or represented at the first meeting, at least 15 days after the first meeting a second meeting may be convened which may validly deliberate irrespective of the number of Members present or represented.

17.9. The General Assembly may deliberate on winding up the association and its liquidation only if at least two thirds of the Members are present or represented. These decisions require a four fifths majority of the Members present or represented. Notwithstanding Article 17.4, each Member has one vote.

If two thirds of the Members are not present or represented at the first meeting, at least 15 days after the first meeting a second meeting may be convened which may validly deliberate irrespective of the number of Members present or represented.

The General Assembly shall decide upon the allocation of the surplus which would remain after the payment of the debts of the association.

17.10. If the law requires a majority or quorum which differs from and is stricter than the rules in these statutes, the standards set by law apply.

17.11. Resolutions by Members can be approved electronically ahead of a General Assembly meeting, if invited to do so in the convening notice:

- if the electronic voting on a resolution/item for approval has not reached unanimity, a short virtual General Assembly shall be held, in order to collect the missing votes (where appropriate) and formally announce the results of the voting. With the announcement in that meeting the act is considered approved;
- if the electronic voting on a resolution has reached unanimity by the (electronic) signature of the resolutions by all Members, the resolutions are considered approved without any further steps. This cannot apply to changes to the statutes.

17.12. Members who vote (electronically) in advance are taken into account in order to

calculate whether the quorum for the General Assembly is reached. The electronic vote is to be considered final and cannot be changed during a General Assembly meeting at the end of an electronic voting procedure. Detailed requirements for a valid electronic voting are set out in the Internal Rules.

Article 18 - Register

Decisions of the General Assemblies are recorded in a special register that each Member and Observer may consult. In addition, their decisions may be published. However, materials and minutes relating to meetings which are not accessible to Observers will be recorded in a special register which will be accessible to Members only. The President may decide that the same shall apply to unanimous written decisions of the Members.

CHAPTER 4 – BOARD OF DIRECTORS

Article 19 - Composition

The Board of Directors (“conseil d’administration”) shall comprise at least three and no more than six directors (one President and two or more Vice Presidents). Only individuals (and not legal entities) can become directors. Directors must be elected among senior representatives of NRAs which are put forward as candidates by one or several Members. The directorship of any director who is no longer a senior representative of an NRA shall terminate automatically. The replacement of any director shall require a new decision by the General Assembly. The newly elected director will complete the term of the director being replaced, except in case of the President, whose term will start anew (per Article 20).

The Working Group Chairs shall have the right to participate in the meetings of the Board but without a right to vote. If they are not able to participate in the meeting, the Working Group Chairs may be replaced by one representative per Working Group.

Article 20 - President

20.1. The President is elected by the General Assembly pursuant to Articles 17.1 to 17.5.

20.2. The President will be elected by the General Assembly for a period of two and a half (2.5) years. This term shall be renewable.

Article 21 - Vice Presidents

The Vice Presidents are elected by the General Assembly on the same terms (2.5 years, renewable) as for the President. A Vice President shall replace and represent the President at the General Assembly in case of absence or impediment. If the President were to step down before the end of the full mandate stipulated in Article 20.2, a Vice President would serve as acting President until elections were convened.

Article 22 - Powers

22.1. Without prejudice to the powers reserved to the General Assembly pursuant to Article 15, the Board of Directors manages the association, represents the association

externally and engages in advocacy duties on behalf of the association vis-à-vis third parties.

If urgently needed, the Board of Directors is entitled to further specify and detail the high-level policy positions and principles previously approved by the General Assembly. The Board of Directors is not entitled to issue policy positions and principles which are not based on and/or which are not consistent with existing high-level positions and principles formally approved by the General Assembly. The ratification of the policy decisions of the Board of Directors will be put on the agenda of the first General Assembly meeting following the approval by the Board of Directors of such policy decisions. At the latest together with the invitation to the General Assembly meeting, the Board of Directors must inform in writing the General Assembly regarding the policy decisions to be ratified, including a brief explanation of the reasoning behind the decision(s). If the General Assembly decides to amend, correct, interpret, qualify or specify its own policy positions and principles and/or the (further detailed) policy positions approved by the Board of Directors, the latter must take into account and, if applicable, amend, correct or update its own policy positions.

In order to validly deliberate and take decisions, at least three directors must be present or represented, regardless of the number of elected directors. Subject to a quorum being present, a decision of the Board of Directors shall be taken by a simple majority of the votes. In any event, if there is no majority, the chairperson has the casting vote. For this purpose, the chairperson means the person chairing the meeting of the Board of Directors, i.e. the President, or in his absence one of the Vice Presidents. The President appoints the Vice President who shall preside in his/her absence.

Directors may attend the meetings of the Board of Directors by digital channels. Board members so attending shall be considered to be present at that meeting. A director may give a power of attorney in order to be represented at a meeting of the Board of Directors but to another Member of the Board of Directors only.

Decisions by the Directors can also be approved outside of a Board of Directors' meeting by unanimous written resolution of all Directors. The President or the Secretary General circulates the written resolutions and sets a deadline for the signing of the written decisions.

22.2. The Board needs the prior consent of the General Assembly for the following:

- for any undertaking, commitment, agreement, deed, mortgage, bond, contract or other measure involving obligations or liabilities above 20,000 Euro, unless it has already been approved as part of the budget;
- for the appointment of new staff, unless it has already been approved as part of the budget. The termination of an employment agreement does not require the prior approval of the General Assembly;
- to delegate powers of representation and/or daily management to the Secretary General and/or to members of the Board of Directors and/or to staff members and/or to third parties.

22.3. The Board of Directors organises the General Assembly meetings and executes all other tasks which are not delegated to the General Assembly by these statutes or by law.

- 22.4. The Board of Directors is responsible for the supervision of the Secretariat. The Board of Directors must work within the scope of the decisions taken by the General Assembly and in its work the Board of Directors will always take the same positions as the General Assembly.
- 22.5. The minutes of all meetings of the Board of Directors shall be kept in a register. This register shall be accessible to any Member or Observer upon request to the Secretariat. Moreover, a copy of the minutes of the Board of Directors may be viewed via the restricted area of the CEER website. However, the President or the Board of Directors may decide that materials relating to meetings of the Board of Directors (including the minutes of the meeting) or unanimous written decisions will be accessible to Members only. These materials which are not accessible to Observers will be recorded in a special register which will be accessible to Members only.

CHAPTER 5 - SECRETARIAT

Article 23 - Tasks

- 23.1. The Secretariat shall prepare and maintain the minutes of the meetings and the unanimous written decisions, assist the General Assembly, the Board of Directors and the expert groups in their functions and finally, execute all other functions assigned to it by the association.
- 23.2. The Secretariat will work under the responsibility of the Board of Directors.

Article 24 - Secretary General

- 24.1. The Secretariat may be headed by a Secretary General who is responsible for the tasks assigned to the Secretariat.
- 24.2. The Secretary General shall be appointed by the General Assembly on proposal by the President after consulting the Board of Directors. He shall exercise the powers delegated to him by the Board of Directors, if any, and execute the tasks assigned to him by the Board of Directors.

CHAPTER 6 - ACCOUNTABILITY

Article 25 - Accounting year

The accounting year begins on January 1st and ends on December 31.

Article 26 - Accounts

- 26.1. Each year and at the latest six months after the end of the accounting year, the Board of Directors will submit the annual accounts, established in accordance with the law, to the General Assembly.
- 26.2. Within thirty days of their approval by the General Assembly, the President will file the

annual accounts as required by law.

26.3. If required by law, the General Assembly shall designate a statutory auditor.

Article 27 - Budget

The President shall present a proposal for the budget to the General Assembly no later than the last meeting of the year preceding the budget year and no later than at the end of the third quarter of the year preceding the budget year.

CHAPTER 7 – COMMUNICATION AND INTERNAL RULES

Article 28 - Publications

28.1. Once a year, the association will publish an Annual Work Programme, which will be widely diffused. The association may publish the result of its meetings. The association shall determine what information and which results shall be published regarding the conclusions of its meetings, decisions made and all other documents. The association shall also determine in what way the information and results shall be published.

28.2. The association will publish an Annual Report. The report will be sent to all Members, the European Commission, the European Parliament and the European Council.

Article 29 - Working language

The working language of the association shall be English. However, as long as the association keeps its registered office in Brussels, all documents which the law requires to be drafted in French or in Dutch shall be drafted in French.

Article 30 - Internal Rules

Practicalities, details and procedures which are not specified in these Articles of Association can be provided in the CEER Internal Rules which are approved by the General Assembly and can be updated regularly.

These statutes are complemented by Internal Rules dated 25 October 2023. The Board of Directors may adapt this reference in the statutes and publish it.

Article 31 - Winding up

Upon winding up of the association, and after payment of all indebtedness and obligations of any kind of CEER, the remaining funds, investments and other assets of CEER shall be distributed by the liquidator in conformity with the decision of the General Assembly relating to the allocation of such assets. The allocation of the remaining assets of CEER, as the case may be, shall be of a non-profit character, in accordance with the provisions of the law.

Annex 1: THE WEIGHTING OF VOTES IN THE CEER

1. EU Member States and the United Kingdom

State	Weighted votes
Austria	10
Belgium	12
Bulgaria	10
Croatia	7
Cyprus	4
Czech Republic	12
Denmark	7
Estonia	4
Finland	7
France	29
Germany	29
Greece	12
Hungary	12
Ireland	7
Italy	29
Latvia	4
Lithuania	7
Luxembourg	4
Malta	3
Netherlands	13
Poland	27
Portugal	12
Romania	14
Slovakia	7
Slovenia	4
Spain	27
Sweden	10
United Kingdom	29

2. Other EEA Member States

Member State	Weighted votes
Norway	7
Iceland	4
Liechtenstein	4