

EABA

European Algae Biomass Association

STATUTES

ARTICLE 1

Name, legal basis and term, office, languages

Name

The thus formed Association bears the following name: European Algae Biomass Association. It is known as EABA for short.

Legal basis and term

EABA is an Association, created for an unlimited term.

Office

EABA's office is located in Florence (Via del Ponte alle Mosse 61, 50100 Florence, Italy). The official location of the Association may be changed to any other place in Italy following a decision of the General Assembly.

Languages

The working language used by EABA is English.

ARTICLE II

Aims

The general objective of the European Algae Biomass Association (EABA) is to promote mutual interchange and cooperation in the field of algae biomass production transformation and use, including biofuels uses and all other utilisations. It aims at creating, developing and maintaining solidarity and links between its Members and at defending their interests at European and international level. Its main target will be to act as a catalyst for fostering synergies among scientists, industrialists and decision makers in order to promote the development of research, technology and industrial capacities in the field of algae. The Association is technology neutral and does not aim at favouring a particular kind of production, processing or of final use of the algae biomass. This approach reflects the fact



that all the algae production technologies and all the final uses of algae biomass are to be considered as interdependent.

In this perspective EABA aims at:

- Establishing a permanent liaison with EU and EU Member States' Institutions
- Defining and expressing a common position on EU issues (legislation, product specifications, trade and sustainability standards, etc.), acting as a technology neutral platform
- Representing the European algae biomass industry and scientific community at international level
- Spreading scientific information and knowledge about algae biomass and biofuels production
- Making algae research and industry alive in public debate
- Promoting investment and financial support in the field of algae
- Helping the structuring and planning of research and industrial development on algae
- Fostering scientific freedom as well as responsibility
- Studying all economic, environmental and technical problems which may impact the algae sector in the European Union and related countries
- Breaking scientific boundaries on algae
- Promoting the exchange of scientific information and the publication of sound articles
- Studying all the direct and indirect environmental, social and economic effects of algae production and use
- Taking all reasonable measures to defend the interests of its Members

With these aims in mind, EABA's Members shall share with each other accurate non-confidential information about the algae biomass sector.

ARTICLE III Membership

EABA full membership is subdivided in three levels: Industrial Members, Scientific Members and Individual Members. All the full members of the EABA are located or have relevant activities in Europe, i.e. in the European Union, or in a country candidate to become a part of the European Union, including the EEE and Israel.

1. Scientific Members

The Scientific Members of EABA are non-profit research institutes, universities, research and academic centres active in the geographical areas defined above, with proven scientific activities, interest and/or publications in the field of algae biomass. Similar scientific legal entities coming from countries outside Europe –as defined above – can become Scientific Observers within the Association.

2. Industrial Members

The Industrial Members of EABA are companies, pilot projects, algae-biomass technology providers, research groups and final users as the case may be, that are able to produce or



contribute to produce, transform or use algae biomass in Europe – as defined above. European companies or legal entities that have already established precise plans of investment in view of producing or transforming or using algae biomass at industrial level can also become Industrial Members.

Similar industrial legal entities coming from countries outside Europe –as defined above – can become Industrial Observers within the Association.

3. Individual Members

Individuals (e.g. individual research fellows) with proven interest in the development of the algae biomass research and industry can become individual members.

4. Observers

Can become EABA Observers all the legal entities or individuals that are active in the field of algae biomass and that because of the criteria detailed above and their geographical situation outside Europe cannot become full Members of the Association.

5. Sponsors

Any EABA Member or observer can become Sponsor of the Association. Sponsor status is reserved to Members which voluntarily support an extraordinary contribution whose minimum level is fixed by the Steering Board every year.

6. New Members

Only those legal entities or individual companies satisfying all the criteria specified at paragraphs 1 to 3 of this same article III can become a new member of the EABA.

In any case they have to be organisations or individuals legally constituted according to the rules and laws of their country of origin. These members will be represented by a delegate named by the respective bodies according to the statutes governing these organisations.

The Steering Board decides on new membership of EABA.

Requests for Membership are addressed to the President of the Steering Board of EABA who shall include such requests in the Agenda of the meeting of the Steering Board following their reception.

Such applications are analysed by the Steering Board, which decides on their acceptance. The Steering Board shall then inform the General Assembly, which ratifies the new membership during the first General Assembly.

Membership of EABA entails *ipso jure* full understanding and acceptance of the present Statutes of EABA and of its implementing rules.

7. Resignation

Any Member who wishes to resign from EABA shall notify its intention to do so by registered mail addressed to the EABA President at the legal address of the Association. Resignation shall



be made with a one year notice. After its resignation and during the notice period, the resigning member will not be able to vote, except if the circumstances indicated at paragraph 10, last indent of this article III apply.

8. Exclusion

The General Assembly, on the basis of a proposal from the Steering Board, may decide on the exclusion of a Member.

After its exclusion and during the notice period, the excluded member will not be able to vote, except if the circumstances indicated at paragraph 9, last indent of this article III apply.

Reasons for such exclusions shall be related to at least one of the following events:

- non-compliance with the present Statutes of EABA;
- non-payment of subscriptions;
- bankruptcy or legal proceedings in the case of Full or Associate Members.

9. Chargeable subscriptions and costs in case of a Full Member resignation or exclusion

If a Member's resignation or exclusion occurs between 1 January (beginning of the budget year) and the date of the EABA General Assembly in which is adopted the budget for the following year, subscriptions are due by the resigning or excluded Member until the end of the budgetary year.

During the notice period mentioned at paragraphs 8 and 9 of this article any resigning or excluded Member remains accountable in proportion to its last contribution to the EABA budget, only for the eventual exceptional costs resulting from significant employment reductions, dissolution or other extraordinary events.

If such extraordinary events were to take place within such notice period, the excluded or resigning Full Member would be invited by registered mail to participate in the relevant decisions and to that sole effect, it would be given voting rights.

ARTICLE IV Contributions to the EABA budget

Members' contributions to the EABA budget are based on the annual budget forecast proposed by the Steering Board and approved by the General Assembly.

The method of calculation of Industrial Members' and Observers contributions is based on:

- a *flat rate annual fee* per Industrial Member and per Associate Member per calendar year, to be fixed by the Steering Board, and,
- in the case of Industrial Members, or industrial observers an additional *variable fee* per Member to be calculated in proportion of the size and value of the activities and investment of each member. Such variable fee rate is to be fixed yearly by the Steering Board. Information on the size and value of the activities and/or investment shall be transmitted by the Industrial Member or Observer to the EABA Secretariat by the end



of the month of November every year, or, in the case of new Members, within the month the follows their entrance in the Association at the latest.

The contributions of the Scientific Members, Scientific Observers and Individual Members to the EABA budget are based respectively on the applicable flat rates fixed by the Steering Board according to the level and kind of Membership.

ARTICLE V Structure of the EABA

EABA's bodies are:

1. The General Assembly
2. The Steering Board
3. The President and the Honorary President as appropriate
4. The Vice-President(s)
5. The Scientific Committee
6. The Industry Committee
7. Working Groups and *Ad Hoc* Working Groups as appropriate
8. The Board of Auditors
9. The Board of Arbitrators

ARTICLE VI General Assembly

1. Composition, Meetings and Voting Rights

All EABA Members are invited to the General Assembly (ordinary and extraordinary sessions). Members shall be informed of the date of the General Assembly at least 45 days before it takes place.

Each Full Member holds one vote (ordinary vote).

The President retains a casting vote.

The General Assembly holds at least one Ordinary Session each year with an agenda that will, at least, contain the following items:

- a general report on the EABA's previous year's activities;
- approval the EABA's previous year expenses and balance sheet and of the provisional budget proposal for the following year;
- as the case may be a list of office holders proposed for approval:
 - as President (for a 2 years term, renewable one time)
 - as Vice President(s) (for a 2 years term, renewable one time)
 - as Honorary President (if applicable – for a 2 years term, renewable without

limits)

as Members of the Steering Board (for a 2 years term, renewable without limits)

as Chairmen and Secretaries of Ad Hoc Working Groups (for a 2 years term, renewable one time).

The President, Vice President(s) in his absence, the simple majority of the Steering Board Members or the simple majority of Assembly Members may call for an Extraordinary Session.

2. Competencies

The General Assembly:

- Is fully empowered to act according to the competences defined by these Statutes
- defines the general strategies,
- elects the President,
- elects the Vice President(s), and the Honorary President when applicable
- elects and, if need be, revokes the Members of the Steering Board
- appoints the Members of the Scientific Committee and of the Industry Committee and defines the number of components of these Committees
- approves the balance sheet of the previous year,
- approves the budget proposal for the following year, which will constitute the basis for the calculation of members' contributions
- appoints the Secretariat defining its attributions

Furthermore, the General Assembly, following proposals from the Steering Board, approves:

- any amendments to the Statutes of the EABA,
- the basis for the calculation of Membership contributions,
- the exclusion of Members,
- the dissolution of the Association.

3. Voting and Quorums

For the competencies listed, the General Assembly acts validly if at least 66% of Full Members are present and represented, and by a majority of the votes present or represented. Representations shall be submitted in writing to the President prior to the General Assembly meeting.

In case a quorum has not been reached, a new Extraordinary General Assembly shall be organised within a period of 30 days from the date when the General Assembly met, for which a quorum of 55% shall apply and shall act by a majority of 85% of the votes present or represented. Notwithstanding this provision, in the case where a quorum of 55% is not achieved, a subsequent Extraordinary General Assembly shall be convened immediately at which those present shall be empowered to decide on the issues discussed.

Before the General Assembly takes place every Member can give a written delegation to another Member in order to be represented in the debates and in the vote. A Member cannot

represent more than two other Members.

ARTICLE VII Steering Board

1. Composition and Voting Rights

The Steering Board is composed of a minimum of three and a maximum of eleven Board Members. The Members of the Steering Board shall each have one vote at the Steering Board. The President shall retain a casting vote.

The Members of the Steering Board are elected or revoked by the General Assembly within a 2 years mandate which is renewable without limitation.

2. Meetings

The Steering Board meets in principle three times a year. The Steering Board may, however, meet as often as necessary upon request by the President, the Vice President in his absence, or by simple majority of the Members of the Steering Board.

The decisions of the Steering Board are recorded within a register which is conserved in EABA's main office.

3. Competencies

The Steering Board:

- can submit any proposal to the General Assembly,
- implements the general strategies defined by the General Assembly,
- decides on the admission of new members, after having informed the General Assembly,
- formulates the positions of the Association,
- decides on strategies, actions and representations,
- delegates responsibilities to the President and/or to the Executive Director,
- fixes the level of the annual Membership subscriptions on the basis of the following year's budget proposal adopted by the General Assembly.
- creates and dissolves Working Groups.

4. Voting and Quorum

The Steering Board acts generally by a majority of votes present or represented in writing prior to the meeting, provided that at least 75% of Members are present or represented.

ARTICLE VIII Presidency

1. Selection and Nomination



The President shall be a person who disposes of sufficient knowledge and experience of the algae biomass sector.

The candidacy for the EABA Presidency shall be confirmed to the EABA Steering Board not later than one month before the date of the General Assembly.

2. **Term**

The term of the Presidency is two years. The President may be re-elected for one more term as decided by the General Assembly.

3. **Role and responsibilities**

The President of EABA is the legal representative of the association. He can delegate its power of representation. The President of EABA shall chair the Steering Board and the General Assembly in a neutral and objective manner.

4. **Honorary President**

An honorary President can be appointed on the basis of the candidature proposed by at least one Board Member of a well-known international personality who may campaign in favour of the development of the algae biomass sector.

ARTICLE IX Vice Presidency

1. **Selection and Nomination**

There can be up to three Vice-Presidents.

At the end of his/her term, and if he/she is not re-elected, the acting President is normally proposed to the General Assembly to be elected as Vice President (past President).

The two other Vice-Presidents are elected by the General Assembly for a mandate of two years. The older of the Vice-Presidents replaces first the President in case of need.

2. **Term**

The Vice President(s) is/are elected for a mandate of two years, renewable one time.

3. **Role and Responsibilities**

The Vice President assists the President in his/her functions. The Vice President shall replace the President in case of temporary impeachment.

ARTICLE X

Scientific and Industry Committees, Working Groups and *Ad Hoc* Working Groups

4. Scientific Committee

It shall be appointed directly by the General Assembly, and represent the forum of exchange, discussion and decision of the scientists involved in algae related research. It also represents the publication Committee of EABA, independently validating scientific articles and studies about algae biomass. Its decisions should be validated by the Steering Board and implemented by the Secretariat. 75% of the components of the Scientific Committee have to be nominated among Scientific Members.

5. Industry Committee

It shall be appointed directly by the General Assembly, and represent the forum of exchange, discussion and decision of the representatives of algae related industries. Its decisions should be validated by the Steering Board. 75% of the components of the Industrial Committee have to be nominated among larger Industrial Members, which employ at least 4 employees. The Industrial Committee can candidate up to 4 components of the Steering Board proportionally to the total number of components of the Steering Board.

6. Working Groups

Working Groups are created by the Steering Board. They are set up as platforms for the exchange of views and sharing of information on particular subjects. They shall propose positions and provide expertise to the Steering Board concerning the subjects under their responsibilities.

Working Group can become semi-permanent, while *Ad Hoc* Working Groups generally deal with only one subject and are of a temporary nature.

Working Groups and *Ad Hoc* Working Groups have a Chairman. Their Chairmen shall request the collaboration of companies or company groups, as the case may be, on the basis of their specific competencies. The Working Groups also nominate a Secretary who is responsible for drafting the Minutes of the meetings.

ARTICLE XI

Secretariat

The Secretariat is in charge of supporting the work of the Steering Board and of the President of the EABA. The Secretariat can be assigned to individual persons or to legal entities that the Assembly, before appointing them, deems that they possess the necessary profile. Within the Secretariat, in case that the task is assigned to a legal entity, is appointed the co-ordinator of the Secretariat (Executive Director), who is the person keeping direct relations with the Steering Board and the President.



The Executive Director is appointed or revoked by the General Assembly acting with a majority of 75% of the total vote shares and provided that at least 80% of the votes are expressed.

ARTICLE XII

Board of Auditors

The Board of Auditors is composed of 3 members and 2 substitutes. Their term has the same length and is contemporary with the one of the Steering Board. The President of the Board of Auditors is elected by the General Assembly. He calls for the meetings of the Board of Auditors and chairs its meetings. It has the task of verifying periodically the accountancy, the accounts and the inventories, to analyse the balance and prepare a presentation to the assembly. Its member can participate to the Steering Board with consultative vote. Its acts have to be registered.

An external auditor established in the country where the EABA has its office shall be in charge of reviewing the annual accounts of the EABA and shall deliver each year an audit report. This report is submitted to the General Assembly at its first meeting.

Board of Arbitrators

The Board of Arbitrators is composed by three members and two substitutes. Their term has the same length and is contemporary with the one of the Steering Board. The President of the Board of Arbitrators is elected by the General Assembly.

The Board of Arbitrators has the task to solve eventual conflicts inside the Association. Its acts have to be registered. Through its decisions can be requested a decision to the General Assembly. The members engage themselves, for any kind of controversy to respect and accept only the judgement and the decisions of the Board of Arbitrators and of the General Assembly.

ARTICLE XIII

Accounts and Budgets

The budgetary year of the EABA corresponds to the calendar year.

Each year, before the end of the month of April, the balance sheet and the budgetary accounts of the previous year shall be approved by the General Assembly. Each year also, in due course and by the same date, a budget with an estimate of the expenses for the ongoing year is also presented for approval to the General Assembly. This deadline of end April can be delayed, under the terms of law, by 60 days.

The budget revenues include, without prejudice to other revenues, the Members' financial contributions. These subscriptions are determined by the Steering Board on the basis of general criteria established by the General Assembly. The Steering Board shall determine the terms of payment.

ARTICLE XIV
Dissolution

The General Assembly decides on the eventual dissolution of EABA. Such decision can only be taken by a majority of 80% of the total number of voting rights. Furthermore a dissolution can only be decided by a General Assembly composed by at least 75% of the Full Members representing at least 75% of voting rights.

In such an event, the General Assembly shall designate three of the Members of the Steering Board that shall be put in charge of this dissolution according to the law.

ARTICLE XV
Amendment of the Statutes

The General Assembly can decide a modification of the present Statutes. This decision shall be adopted with, at least, a majority of 75% of the voting rights. Such a decision can only be adopted by a General Assembly composed by at least 80% of the Full Members, representing at least 75% of the total voting rights.

ARTICLE XVI
Applicable Law

The contracting parties agree that any litigation involving the interpretation of these Statutes or amendments that may have been voted in between, shall be ruled by the Italian law and submitted to the relevant Court(s) in Italy, except for the preliminary forms of conciliation which have to be accomplished by the Board of Arbitrators.

ARTICLE XVII
Final Provisions

1. The Association has a non-profit objective and the benefits of the activities cannot be divided among members even indirectly
2. The internal structure is based on the principle of democracy and equality of all the Members. One of the expression of this principle is the fact that the persons elected in governing bodies need to be elected
3. In case of dissolution the reserve of the association will have to be used and donated to legal entities of association which have similar objectives.

ARTICLE XVIII
Enforcement

These revised Statutes are immediately enforceable.