



# **UPEI – Europe’s Independent Energy and Mobility Suppliers**

## **STATUTES**

**Updated on 13 03 2025**

Only the French Text is authentic.



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## STATUTES

### PREAMBLE

On 18 May 1962 associations of the independent petroleum trade founded the Union Pétrolière Européenne Indépendante (UPEI). Pursuant to the Act of the French Republic dated 1 July 1901, UPEI was registered with the Préfecture de Police on 25 June 1962.

Following the accession of additional countries to the European Union and the admission of other associations to UPEI in accordance with the Statutes of UPEI in force at the time, UPEI has adopted the following new Statutes by resolution of the General Meetings of 12 March 1997 (with amendments from April 2001, October 2004, April 2011, May 2014).

On 25 June 2020, UPEI General Meeting decided to transfer the seat from Paris to Brussels, and to transform the French association into an International Non-Profit Association under Belgian law, in accordance with art. 14:64 and following the Company and Association Code. The transfer took effect on 6 January 2022 upon publication of the Royal Decree in the Belgian Official Journal.

### Article 1 - Name

The name of the Association is the “Europe’s Independent Energy and Mobility Suppliers”, abbreviated as UPEI.

The working language of UPEI is English.

The association is established as an International Non-Profit Association (hereafter INPA), subject to the Company and Association Code (hereafter CAC) of 23 March 2019, published in the Belgian Official Journal on 4 April 2019.

The INPA is constituted for an unlimited duration.

All acts, invoices, announcements, publications, letters, orders, websites and other material in electronic form of not, from the INPA, shall mention the following elements: 1) the name of the INPA, 2) its legal form, in full or in short, 3) the address of the registered office, 4) the enterprise number, 5) a mention of the “register of legal persons” and the competent jurisdiction based on the address, 6) when appropriate, the email address and website of the INPA, 7) the number in the EU Transparency Register and, 8) if need be, the fact that the INPA is into liquidation.



## Article 2 – Registered office

The registered office of the INPA is located in the Brussels Capital-Region.

The seat of the Secretary General may differ from the registered office of UPEI, subject to the decision of the General Meeting, based on a proposal by the President.

## Article 3 – Non-profit international goal and subject

UPEI is an umbrella organisation of the independent European energy and mobility sector. It is an international non-profit making association.

The international and non-profit objective of UPEI shall be to represent the national associations and companies defined in Article 4 and to safeguard their general interests.

The activities aiming at achieving UPEI objectives include:

- representing the views of its members to European policy-makers;
- contributing to the development of effective policy solutions in the formulation of laws and regulations;
- informing its members about European policy and legislative developments of relevance;
- conducting studies and research, organising events, meetings and working groups to facilitate communication between its members and other stakeholders.

## Article 4 – Membership

The membership of UPEI comprises two categories:

### 1. Voting members: full and associate (hereinafter “voting members”):

*full voting members:*

- national associations from the energy distribution and mobility sector, whereas “energy and mobility distributor” is defined as “independent company provider or association representative of providers of energy (fossil and/or alternative) in transport and heating (in terms of import, trading, wholesale, and/or retail energies)”;

*associate voting members:*

- regional associations from the energy distribution and mobility sector that are not members of a full voting member of UPEI;
- Energy and mobility distribution companies that are not member of a full voting member of UPEI.

### 2. Business Partners (non-voting members)

*energy and mobility distributor:*

- regional associations from the energy and mobility distribution sector that are member of a full voting member of UPEI;
- Energy and mobility distribution companies that are member of a full voting member of UPEI.



*service provider:*

- provider of supporting activities to the independent energy and mobility sector (e.g. VAT services, data management, oil tank manufacturers, AdBlue, etc...) not directly involved in energy distribution activity and which support the aims of UPEI as defined in Article 3.

## **Article 5 – Application - Admission**

1. Any national association or company may apply to become voting full or associate members of UPEI as defined above. Decisions on voting membership shall be taken by the General Meeting in accordance with article 8, upon proposal of the Presiding Board. Existing UPEI voting members from the country's candidate, if any, are duly consulted by the Presiding Board as part of its examination of the candidature, and their opinion shared with the General Meeting. A negative opinion must be based on arguments supported by concrete facts.
2. Any member operating exclusively outside Europe<sup>1</sup>, may apply for a maximum reduction of 50% to the full membership fee of an equivalent member from a European country. In all circumstances, the membership fee should not fall below the minimum fee foreseen by UPEI fee structure.
3. Any service provider may apply for Business Partnership (and is not eligible for voting membership) as defined above. Decisions on Business Partnership shall be taken by the Presiding Board and subject to a two-years contract. Business Partners have no vote in UPEI.
4. On a proposal by the Presiding Board, guest membership can be granted to associations and companies who are eligible and interested to apply for voting membership. Guest membership may be granted for a maximum period of six months. Guest members have no vote in UPEI. Decisions on guest membership are subject to approval by the General Meeting in accordance with Article 8.

If no concern is raised, a company or association which was granted guest membership may automatically become a full or associate voting member at the end of the trial period.

5. All members must comply with the Statutes of the Association, its internal rules and regulations, including its code of ethics, and the decisions adopted by the General Meeting. All voting members shall pay an annual membership fee as determined by the General Meeting. All Business Partners shall pay a fee at the beginning of their contract and each year at the anniversary of the contract. The fee shall be determined by the General Meeting
6. Voting members have all rights and duties granted in accordance to the CAC and present statutes. As members, they shall not be held responsible for commitments undertaken by UPEI.

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<sup>1</sup> For the purpose of these Statutes, Europe consists of all member countries of the Council of Europe (CoE)



7. Business Partners have all rights and duties granted in accordance with the present statutes. As Business Partners, they shall not be hold responsible for commitments undertaken by UPEI.

## **Article 6 -Resignation or Exclusion**

1. Membership may be terminated by:

- voluntary resignation,
- exclusion.

2. Voluntary resignation shall be made by registered letter to the current President of UPEI, with effect from the end of a calendar year subject to six months' notice. A withdrawal received after 30 June year “n” will become applicable the first day of year n+2.
3. Exclusion of a member shall take place if a member does not respect the Statutes or the decisions of the organs of UPEI, or if the member fails to discharge its payment obligations despite receiving a warning. The member must first be notified that exclusion proceedings may be instituted against it. It shall have an opportunity to reply. Exclusion of a member shall be subject to a decision by the General Meeting in accordance with Article 7.
4. On termination of membership of UPEI, a member shall not have any claim on the assets of UPEI. Termination of membership shall not cancel the member's obligation to pay any outstanding debts.
5. No member may assert or exercise any claim on the assets by virtue of its membership alone. This exclusion of rights on assets applies at all times: during the period in which the interested party is a member, at the time when this quality ceases to exist for any reason whatsoever, at the time of dissolution of the INPA, etc.

## **Article 7 - Organs**

The organs of UPEI shall be:

- the General Meeting (= the general assembly of voting members)
- the Presiding Board (= the administrative body)
- the Secretary General (= the day-to-day management body)

## **Article 8 - General Meeting**

1. The General Meeting shall consist of all voting members (full and associate). During meetings, it shall consist of representatives appointed by each voting member. Business partners and guest members may attend but have no voting rights.

The voting members are grouped per country and will hold per country 12 votes for each category of voting members:



- 12 votes for the full voting members (if any); and
- 12 votes for the associate voting members (if any).

The votes will be distributed equally between voting members from each category according to the list as will be maintained by the Presiding Board.

If a country has no full voting members or associate voting members, this country will have no voting rights for the concerned category of voting members. If a voting member is neither present nor represented in a given General Meeting, its votes will not be cast.

For example,

- if UPEI has two full voting members from a given country, each full voting member from that country will have six votes.
- if a country has three associate voting members, each associate voting member of that country will have four votes.
- If a country has three associate voting members but only two are present or represented, each present or represented will have four votes.

2. The General Meeting shall be entitled to take decisions on measures to achieve the objectives of UPEI pursuant to Article 3. It shall, in particular, approve the budget, adopt the annual income and expenditure statement, and the contributions of the members, according to the agreed fee structure.
3. Decisions may only be taken if at least fifty percent of the voting members are present or represented. Except as otherwise stipulated in the CAC or the Statutes, the General Meeting shall take decisions by simple majority of the valid votes of the voting members present or represented. Abstentions and null votes shall be counted as negative votes. All decisions adopted by the General Meeting shall be applicable to all members.
4. Voting members who cannot be present at the meeting can be represented by other voting members with proxies.
5. The General Meeting can be held by any means of telecommunication allowing an effective and simultaneous deliberation between all the participants, such as a conference call or video. A voting member participating in such a conference is deemed to be present in person at the meeting and has the right to vote and to be taken into account for the calculation of the quorum. Such a meeting is deemed to take place where the largest group of voting members participating in the conference is assembled, or, failing this, at the headquarters of the Association.
6. In case of urgency, decisions falling under the scope of article 7 may be taken outside of the General Meeting by electronic mail. In such instances, the draft decision shall be communicated to the voting members by the President, and unanimity shall be required for approval. The written decision shall be ratified at the next General Meeting.
7. The General Meeting shall be convened at least twice a year.



8. In the interest of UPEI, guests may be invited with the agreement of the President, to attend the General Meetings.
9. The costs associated with the General Meetings will be apportioned amongst all the voting members and business partners who have participated, according to their attendance, unless otherwise agreed by the General Meeting.
10. The Annual General Meeting shall be held during the first six months of the year at the registered office or at any other place indicated on the invitation. The invitation is sent at least 14 days before the date of the General Meeting to all members, administrators, the auditor if any, by e-mail to the last address that the member, administrator, the auditor if any, communicated to this effect to the Secretary General.
11. Meetings are convened by the President upon his/her initiative or when a fifth of the voting members so request. The convocation will be accompanied by a draft agenda determined by the Presiding Board.

## **Article 9 - Presiding Board**

1. The Presiding Board is responsible for the execution of the decisions taken by the General Meeting. It maintains an overview of policy and strategic direction. It is especially responsible for the task of providing vision for the overall strategy (including communications strategy). It is responsible for the financial and legal accountability of UPEI. It provides an update on the budget at each General Meeting, raising potential issues. On an annual basis, it will present for approval by the General Meeting the draft budget and accounts. The Presiding Board shall instruct and supervise the Secretary General as well as provide him/her with policy support, as required. The Presiding Board may delegate specific tasks to one of its members and/or to the Secretary General. It may equally delegate special powers to other persons in the form of special tasks.
2. The Presiding Board is composed of a minimum of 3 and a maximum of 5 administrators: a President and between 2 and 4 Vice-Presidents. The General Meeting shall determine the number of Vice Presidents.
3. The administrators shall be elected by the General Meeting on the basis of nominations from the meeting. Every voting member of UPEI shall have the right to put forward nominations. Voting shall be by secret ballot if so requested at the meeting. Each administrator shall be elected for a period of three years. No more than one administrator shall be of the same association or company. In case of vacancy, the Presiding Board cannot co-opt a new administrator.
4. The Presiding Board shall collegially represent UPEI vis-à-vis the institutions of the European Union, other international organisations, associations and in all judicial and extrajudicial acts. It represents the INPA by the majority of its members. The members of the Board may establish and maintain contacts with the national governments of Member States of the European Union if expressly requested to do so or if such contacts are previously agreed with the voting members concerned.



5. Without prejudice to the power of general representation of the collegial Presiding Board, the INPA shall also be duly represented in all judicial and extrajudicial acts by two administrators, including the President.
6. The Presiding Board or the administrators representing the INPA can appoint agents of the INPA. Only special proxies or proxies limited to a specific legal act or to a series of specific legal acts are authorised. The agents engage the INPA within the limits of the power of attorney that has been granted to them and whose limits are enforceable against third parties in accordance with the legal provisions relating to mandates.
7. The Presiding Board shall meet on a regular basis. It shall be convened by the President who may do so either on his own initiative or on the basis of a request submitted jointly by two Vice-Presidents. The President shall preside over these meetings. The members of the Presiding Board shall have equal voting rights.
8. Decisions may only be taken if at least the majority of the administrators is present or represented at the meeting. For all questions submitted to a vote, the Presiding Board shall decide by simple majority. In the event of a split vote, the President shall have the casting vote.
9. The President shall convene and chair the General Meetings.
10. In the event that an administrator resigns or is persistently unavailable to fulfil his/her duties, the remaining members of the Presiding Board will call for an election at the first General Meeting following the start of such unavailability, in order to appoint a replacement.
11. The administrators can be dismissed at any time and with immediate effect by the General Meeting which decides independently and without any other reason. Any member of the Presiding Board may resign by simple notification to the President of the Presiding Board.
12. The decisions of the Presiding Board may be taken by the unanimous written agreement of all the administrators.

#### **Article 10 - Secretary General**

1. The Secretary General shall run the affairs of UPEI in accordance with the instructions of the Presiding Board to which he/she reports, and the day-to-day management is delegated to him/her. The Secretary General shall be proposed by the Presiding Board and the nomination shall be subject to the decision of the General Meeting.
2. In accordance with the law, the day-to-day management includes both acts and decisions not exceeding the needs of the daily life of the INPA, as acts and decisions which, either because of the minor interest they represent, either because of their urgency, do not justify the intervention of the Presiding Board.
3. The power of day-to-day management concerns both internal decision-making power and the power of external representation relating to this management.





4. The Secretary General shall take part, in an advisory capacity, in all meetings of the Presiding Board and the General Meeting and shall act as Secretary for these meetings.

#### **Article 11 – Publications**

The appointment of the members of the Presiding Board, the Secretary General and of the persons empowered to represent the INPA, as well as the termination of their function, are made public by deposit in the association's file, and by publication of an extract to the Annexes to the Belgian Official Journal. These documents shall in any case show whether the persons representing the INPA, engage the INPA individually, jointly or in college, and specify the extent of their powers.

#### **Article 12 – Expenditure**

Membership fees and any other agreed costs are to be paid in full within 1 month of the date of the invoice.

#### **Article 13 - Accounting**

The financial year begins on 1 January and ends on 31 December.

The accounts are kept in accordance with the provisions referred to in art. 3:47 of the CAC and to the royal decree of 29 April 2019.

The Presiding Board submits the annual accounts for the previous financial year for approval to the Annual General Meeting.

The annual accounts of the INPA are filed in accordance with the provisions of art. 3:47, § 7 of the CAC and the royal decree of 29 April 2019.

#### **Article 14 - Amendments to the Statutes**

Decisions on amendments to the Statutes may only be taken if at least fifty percent of the voting members are present or represented in the General Meeting.

Amendments to the Statutes shall require a three-quarters majority of the votes cast during the General Meeting.

If the required attendance quorum is not reached, a new meeting is convened with the same subject on the agenda. It validly decides by a majority of three-quarters of the votes, regardless of the number of voting members present or represented. The second meeting cannot happen less than 15 days after the first meeting.

Any modification of Article 3 on the purpose and activities of the association must be approved by means of a royal decree.



The following changes can only be made by authentic deed:

- the attributions, the mode of convocation and the mode of decision of the INPA General Meeting, as well as the conditions under which its resolutions are brought to the attention of the members;
- the conditions for amending the Statutes;
- the conditions of dissolution and liquidation of the INPA and the non-profit objective to which the INPA must assign its assets in the event of dissolution.

## **Article 15 – Dissolution**

The deliberation and the discussion relating to the dissolution respect the quorum and the majority required for a modification of the purpose and activities of the association. From the dissolution decision, the INPA will mention on all the documents emanating from the association that it is an “INPA in dissolution”.

In the event of dissolution, the General Meeting appoints a liquidator whose mission it will define.

In the event of dissolution and liquidation, the assets of the INPA must be allocated to another non-profit association pursuing a similar or related aim. The Presiding Board shall be responsible for the implementation of this decision.

The President

