

TITLE 1

Name, Registered Office, Purpose, Duration

Article 1 - Name

An international non-for-profit association is constituted under the name "National Energy Ombudsmen Network", abbreviated NEON.

All deeds, invoices, announcements and publications and other documents issued by the non-profit international association must state its name, immediately preceded or followed by the words "international non-profit association" or the initials "AISBL" as well as the headquarters address.

The Association is ruled by the Belgian law of 27 June 1921, Title III, on not-for-profit associations, international not for profit associations and foundations.

Article 2 - Headquarters

The registered office of the Association is located at B-1000 Brussels, Boulevard Albert II, 8 (North Gate 2).

The registered office may be transferred to other premises in Belgium pursuant to a decision of the Administrative body. Any transfer of the headquarters shall be filed with the clerk's office of the commercial court where the headquarter is located and be published in the Annexes of the "Moniteur Belge".

Article 3 – Goals and activities

3.1. NEON, for "National Energy Ombudsmen Network", is an independent European network, consisting of ombudsmen and mediation services active in the energy sector, being entities for Alternative Dispute Resolution (ADR) independent of the industry and energy services in their respective Member States and regions under Directive 2013/11, and in compliance with EC Directives 2009/72 and 73 and Directive 2013/11.

Members of NEON are autonomous and independent authorities, or belong to an independent authority, whose jurisdiction is within a Member State or a part of it of the European Union or the European Free Trade area and who is put in place and have received a mandate by federal, national, regional or local authorities.

3.2. To facilitate readability of this text, in the following articles the members are referred to by the single name of "ombudsman", whether or not the job is carried out by a man or a woman; whether it is a mediation service or ADR body and whatever the name of the organisation.

3.3. NEON's goals are as follows:

- 1) To encourage the protection and empowerment of energy consumers;
- 2) To promote ADR in Europe in compliance with the recommendations of the European Commission and EU Directives;
- 3) To represent its members at European level and to link up with European counterparts in the fields of energy and consumer protection;
- 4) To facilitate the exchange of information, experience and good practices between members.

Article 4 – Duration and dissolution conditions

4.1. The duration of the association is unlimited.

4.2. Dissolution is possible under the following conditions:

4.2.1. If the General management body decides to wind up the association in the way indicated in chapter 3 “General management body”, the meeting shall appoint two liquidators, the Chair and the Treasurer, who shall be responsible for realising the assets and discharge the liabilities or transfer them to a similar non-profit organisation or association pursuing the same goals and a similar social object as the association.

4.2.2. The General management body can decide, with the majority indicated under title 3, that any positive balance shall be given to a de facto or non-profit-making association with similar aims and goals and all liabilities divided between members pro rata for the sums they put into NEON respectively. The General management body will set up the dissolution and liquidation process.

4.2.3. If no such decision is taken, the net assets shall be divided among the members pro rata for the sums they put into NEON respectively.

4.2.4. Once the liquidators’ task has come to an end, they shall provide a report of this. The General management body shall approve it and discharge them of their responsibilities. It shall then pronounce the end of the liquidation procedure and shall specify the identity and the address of the archive depository.

TITLE 2 Members

Article 5 – Members

The association is made up of Ombudsmen, mediators and mediation services active in the energy sector, being Alternative Dispute Resolution (ADR) entities independent of the industry, industry federations and energy services and their representatives in their respective Member States and regions, in compliance with EC Directives 2009/72 and 73 and Directive 2013/11.

Article 6 – Membership conditions

6.1. Founding organisations of the AISBL NEON are ex officio full members.

6.2. Each member gets one vote, whatever the amount of his/her subscription, whatever its quality of member of the Administrative body and if his/her subscription is kept in order unless the Administrative body decides otherwise.

6.3. An ombudsman must fulfil the following criteria in order to become a full member of NEON:

6.3.1. The ombudsman is a body independent of the energy companies and public bodies over which it has jurisdiction. It ensures a fair and independent treatment of complaints and out of court dispute resolution.

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6.3.2 The ombudsman deals with disputes by taking into account any current legislation and regulations and respecting principles of fairness and justice, with no discrimination, and ensures the right to good administration;

6.3.3 The ombudsman has powers of investigation and formulates opinions and recommendations;

6.3.4 The ombudsman publishes a report at least once a year, available to the public; and provides details on its financing process.

6.4. The admission of new members is subject to the approval of the simple majority of the full members at the annual General management body meeting. Pending this meeting, the candidate does not have the right to vote.

6.5. Full members pay a subscription fixed annually by the General management body on the proposal of the Administrative body.

6.6. Full members support the decisions taken by the General management body and to the positions expressed by the Association.

Article 7 – Associate members

Associate members are ombudsmen independent from the energy companies and public bodies over which they have jurisdiction and do not belong from companies or federation of companies in relation to the energy sector. They ensure a fair and independent treatment of complaints and out of court dispute resolution.

7.1. Associate members of NEON are autonomous and independent authorities, or belong to an independent authority, without any defined geographical criteria.

7.2. Associate members must justify their autonomy and independence. Those authorities have been put in place and have received a mandate from federal, national, regional or local authorities they depend on.

7.3. Except for the budget of the Association, associate members do not hold voting rights. They and cannot join the Administrative body. Their voices are advisory.

7.4. Associate members pay a subscription fixed annually by the General management body on a proposal of the Administrative body.

7.5. Associate members are subjected to the provisions of those statutes, and to the same modalities of accession and conditions of resignation, suspension, and exclusion as effective members.

7.6. Associate members can participate in the working groups on an advisory basis.

7.7. Associate members can split up from the positions expressed by the Association, except those related to points 7.4. and 7.5.

Article 8 – Number of member and members’ registry

8.1. The Number of full Members is unlimited but not be less than three. The number of associate members is unlimited.

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8.2. The Administrative body shall keep at all time a register in which all details (including but not limited to the full identification, the contact person(s), the contact details, the registered office, the recorded post address, the recorded electronic address) of all full Members and associate members of the Association are listed.

7.2. Each full Member and associate member must communicate in writing to the Administrative body the details as requested by the Association as well as any subsequent change thereto. The details of a full Member or associate member shall remain valid vis-à-vis the Association as long as the Member has not notified in writing a change to the Administrative body. Failing that, all consequences resulting from inaccurate details of a Member are to be borne exclusively by this full Member or associate member.

Article 9 – Members’ rights and obligations

9.1. Full members have the right to participate in the decision-making bodies and working groups of the Association.

9.2. Associate members can take part in the General management body meetings and working groups with the speaking right but not the right to vote; they are not eligible for elective positions.

9.3. All members can:

- a) Ask the Association for assistance in one of its fields of competence;
- b) Collaborate to the mission of the Association in accordance with the Statutes;
- c) Fulfil the rights conferred by the Statutes;
- d) Appeal towards the instances of the Association if they think their rights have been affected.

9.4. Members shall respect the Statutes and all regulation or administrative practices that issue them. They must also behave ethically through an attitude compatible with the mission of the Association.

Article 10 - Resignation, Suspension and Exclusion

10.1. An ombudsman may cease to be a member in the following circumstances upon the decisions of the General management body:

- a) The full member no longer meets the criteria of article 6;
- b) The associate member no longer meets the criteria of article 7;
- c) The member’s behaviour is hurtful to NEON’s aims;

A member shall cease to be a member on giving written a notice of resignation to the General Secretary at the General management body. The ombudsman must provide the Board with a reasoned decision in writing.

10.2. If the Administrative body notices that a member no longer meets the membership conditions or adopts a behaviour likely to undermine the goals of the association or damages them, the member is asked, using as many written means as possible - letter, email, fax -to explain him or herself. The observations of the Administrative body are submitted for the approval of the next General management body assembly.

The exclusion of members may be proposed by the Administrative body, after hearing the defence of the interested party, and be decided by the General management body by

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a majority of two-thirds of members present or represented. The Administrative body may suspend the body concerned until the decision of the General management body.

10.3. If an ombudsman ceases to be a member, the membership dues paid are definitively acquired for NEON.

10.4. The death or departure of the representative of a member of the association has no influence on the adhesion of the Ombudsman concerned.

TITLE 3

General Management Body

Article 11 – The General management body

11.1. The member institutions constitute the General management body.

11.2. The General management body meets at least once a year in a general meeting, chaired by the President of the Administrative body. Associate members are invited to take part in the general meeting of the General management body but do not hold the right to vote, except for the budget.

11.3. The General management body is the decision-making body of NEON. It has full powers to achieve the objectives of the association.

11.4. The General management body may only take valid decisions on points on the agenda and only if the majority of its members are present, subject to the provisions referred to in article 13 and 14.

11.5. Budget and accounts shall be validated during the General management body meeting, during the last week of June at the latest. The General management body has the power to give a discharge to the Chair, Treasurer and administrators the approval of budgets and accounts.

11.6. Members may enter all the points they want on the agenda of the General management body meeting. They shall attach any documents supporting their claim to their request. This request shall be made to the Chair and the Secretary-General up to 5 working days at the latest before the date of the meeting.

11.7. The following are reserved to the jurisdiction of the General management body in particular:

- approval of the budgets and accounts;
- election and removal of the members of the Administrative body and, where appropriate, auditors or commissioners;
- amendment of the statutes;
- dissolution of the association.

The General management body is competent for all matters with which are not formally assigned by law or the statutes.

Article 12 - Frequency

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The General management body meets by right every year under the chairmanship of the President of NEON, at the registered office or the place indicated on the notification. The latter is produced by the Secretariat.

It is sent by letter, fax, electronic mail or any other communication means 10 days before the General management body assembly and contains the agenda.

An Extraordinary General management body assembly may also be convened at the request of one-third of the members.

Article 13 - Proxy

Each member can be represented at the General management body assembly provided he or she gives a special proxy to another ombudsman. Each member may, however, hold more than two proxies.

Each member Members could also join the conference through teleconferencing.

Article 14 – Decision-making process

14.1. Except in the exceptional cases planned in those statutes, decisions are being made of the simple majority of the full members attending or represented and they are brought to the attention of all members.

There cannot be any decision made on any subject that was not planned in the agenda.

14.2. A 2/3 majority is required for any decision relating to the admission of a member or the withdrawal of membership rights, for establishing the annual subscription and/or in order to adopt an extraordinary budget.

14.3. The attribution of an appropriate proxy or a written vote in the cases of absence referred to in article 13 is taken into consideration when establishing the quorum.

14.4. If the quorum of 50% of full members is not reached at a General management body meeting which has been duly summoned, a second meeting may be convened directly by the members present by passing a simple motion in the minutes. The second General management body meeting may validly proceed to a vote on the points on the agenda, whatever the numbers of members present or duly represented, and its decisions are considered to be definitive. If the number of votes is equal, the President has the casting vote.

14.5. The decisions of the General management body are recorded in minutes and signed by the Chair and the General Secretary, who shall keep them available to members. They are sent out in written form to all the NEON members.

Article 15 – Modification of the statutes

Without prejudice to the law of June 27, 1921, any proposal concerning an amendment of the statutes or the dissolution of the association must come from the Administrative body or at least 30% of the full members of the association without their number being less than 3.

The Administrative body should bring it to the attention of members at least three months before the date of the General management body assembly to rule on the proposal.

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The General management body assembly may validly deliberate only if it meets two-thirds of full members, present (or represented) by the association.

No decision will be taken if it is not passed by a majority of two-thirds.

However, if the General management body assembly does not meet the two-thirds of full members of the association, a new General management body assembly will be convened under the same conditions as above, which will rule definitively and validly on the related proposal, on the same two-thirds majority of votes, whatever the number of members present or represented.

Changes to the goals and activities of the association only take effect after the approval by Royal Decree and published in accordance with Article 50 of the Law of 27 June 1921.

Article 16 - Subscriptions

16.1. Each year, full and associate members pay a subscription. The subscription amount is established on an annual basis at a General management body assembly, with the approval of the budget. This subscription is made within the month following the General management body assembly.

16.2. Any subscription that is due and paid is non-refundable.

16.3. Sponsorship agreements may be contracted to support the association financially. These agreements should not undermine the independence of the association.

Article 17 - Language

The working language of the association shall be English. However, as long as the association keeps its registered office in Belgium, all documents which the law requires to be drafted in French or in Dutch shall be drafted in French. A summary of the draft in French will be translated into English by the Secretariat.

TITLE 4 Administration

Article 18 - The Administrative body

18.1. The association is managed by an Administrative body composed of a minimum of 3 and a maximum of 5 individuals within the full members and appointed by the General management body.

18.2. The administrators are appointed by the General management body for two years renewable. In the case of a vacancy during a term (death, non-renewal or resignation), a provisional administrator is appointed by the General management body. He/she ends, in this case, the term of the director he/she replaces.

18.3. The administrators may be dismissed by the General management body by a majority of two-thirds of the members present or represented.

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18.4. The Administrative body, supported by the Secretariat, organizes the meetings of the General management body and performs all other executive tasks which are not reserved to the General management body by these statutes or by law.

18.5. The Administrative body appoints a President, a Vice-President and a Treasurer from among its members. Their term lasts two years and can be renewed.

18.6. If the President is absent from a meeting of the Board, the Vice-President replaces him/her. This is written down in the minutes of the meeting.

18.7. The Secretary General takes part in the Administrative body meetings ex officio but does not have the right to vote.

18.8. The Administrative body, supported by the Secretariat, presents the report on the activities conducted over the past year at the General management body of the first half of the following year.

18.9. The Administrative body may, on request of the General management body, on its own initiative, or upon request from effective members, set up *ad hoc* working groups to get a more thorough understanding of certain subjects. The mandate of those working groups must be renewed during the General management body meeting in June. Those groups appoint within their members a President who report to the Administrative body, with the support of the permanent Secretariat.

18.10. Members may enter all the points they want on the agenda of the Administrative body's general assembly. They shall attach any documents supporting their claim to their request. This request shall be made to the Chair and the Secretary-General up to 5 working days at the latest before the date of the meeting.

18.11. The Administrative body is responsible for the supervision of the Secretariat. The Administrative body must work within the scope of the decisions taken by the General management body; and in its work, the Administrative body will always take the position of the General management body.

18.12. In the case of vacancy of the Secretary-General, at the beginning of each meeting, a temporary Secretary is suggested and is appointed by a simple majority of present members.

The Secretary shall implement the decisions of the Administrative body in accordance with the provisions of those statutes. He/she writes the minutes and sign them with the President or his/her deputy.

Article 19 – Meeting of the Administrative body

The Administrative body shall meet at least twice a year, and gather 3 administrators present or represented. The meeting can be held by video or teleconferencing.

The invitation is sent by letter, fax, email or any other means of communication 10 days before the meeting of the Administrative body and contains the agenda.

Administrators can have designated substitutes or be represented by another director who cannot, however, hold more than one proxy.

Article 20 – Powers of the Administrative body

The Administrative body holds all management and administration powers in accordance with the resolutions and guidance of the General management body. It can delegate the

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daily management to its President or to an administrator or to the Secretary General. It may also confer under its responsibility special specific powers to one or more persons, including in the framework of working groups.

Article 21 – Decisions of the Administrative body

The decisions of the Administrative body are taken by a majority of those present or represented. In the event of a tie, the President shall have the casting vote.

Decisions are listed in a register signed by the President or his/her deputy and kept by the Secretariat which shall make them available to members.

Article 22 - Commitment

All acts binding the association are, unless special powers, signed by the President and the Treasurer who do not have to justify to third parties the powers conferred for this purpose. The signature of those acts can be made on separate documents displayed on an electronic form.

Article 23 – Legal Proceedings

Legal actions, as plaintiff or defendant, are followed by the Administrative body represented by the President or a director appointed for this purpose by the latter.

Article 24 – The President

The President is the spokesperson for NEON. Nevertheless, he/she shall pass on to the Administrative body and to the Secretariat all the contacts he/she has acquired as part of his duties, as well as all the documents he/she possesses. He/she chairs the Administrative body and all the ordinary General management body meetings.

The Treasurer's duties and those of the President or Deputy President cannot be held concurrently.

Article 25 - The Treasurer

25.1. The Administrative body appoints a Treasurer from among its members.

25.2. The Treasurer is responsible for keeping the NEON accounts.

25.3. The Treasurer must be able to provide at any moment, on request of the Administrative body or the General management body, an overview of the financial situation, accompanied by any useful supporting documents.

25.4. Every year, at the ordinary General management body assembly, the Treasurer presents the accounts for the past year and proposes the budget for the coming year. The General management body approves the accounts and discharges the directors.

Article 26 - The Secretariat

The Administrative body appoints a permanent Secretariat.

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26.1. The General Secretariat comprises the Secretary General and the necessary administrative staff.

26.2. The working relationships between the bodies of the Association and the staff are set up according to applicable Belgian legislation.

26.3. When the Administrative body appoints a Secretary General, the following shall apply:

- a) The Secretary-General reports to the President, or if unable to fulfil his/her duties, to the Vice-President on the execution of his/her tasks.
- b) The Secretary General may conclude, subject to prior approval by the Administrative body, working contracts with the administrative staff.
- c) The Secretary-General has the right to attend the Administrative body and General management body and to the working group meetings.
- d) The Secretary General is in charge of the daily management of the cash flows and reports it to the President and the Treasurer.

TITLE 5

Budgets and Accounts

Article 27 - Administering the accounts

27.1. An account is opened with a financial organisation under Belgian law in the name of NEON and is signed for by the Chair and the Treasurer.

27.2. The financial year starts on 1st January and ends on 31st December of each year. The Administrative body shall submit for approval from General management body on behalf of the current year and the following year's budget.

27.3. The budget is approved each year by the last week of June.

27.4. The budget is voted by effective members and associate members by the majority of two-thirds of the votes of the effective and associate members present or represented.

27.5. Financial transactions on behalf of NEON require the joint signature of the President and the Treasurer. For expenses of less than 2,500 euros (or an equal value in another currency from the European Union), each of them may act alone. If the Chair and the Treasurer are unable to do so, such operations shall be made by the deputy President together with a Member of the Administrative body.

As planned by article 26.3, the Secretary General is in charge of the daily management of the cash flows and reports it to the President and Treasurer. Recurring expenditures and minor expenses, up to a maximum amount determined by the Administrative Body, are made by the Secretary General.

27.6. The General management body can decide the constitution of a reserve fund; fix the amount and terms of the contribution due from each member to this fund. The remaining funds from the previous years are part of the reserve fund.

TITLE 6

General Provisions

Article 28 - General Provisions

Any matter not covered by the provisions of these Articles of association, in particular, the necessary legal publications will be dealt with in accordance with the provisions of the law.