



Statutes of the

Renewable Energy and Energy Efficiency Partnership (REEEP) – Partnerschaft für erneuerbare Energie und Energieeffizienz (REEEP)

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Article 1: Name, Location, Area of Activity

- 1) REEEP is an association established under Austrian law.
- 2) In international contexts, the Association shall be known as the “Renewable Energy and Energy Efficiency Partnership (REEEP)”. In these Statutes, the association is called “REEEP”.
- 3) The registered office of REEEP shall be in Vienna. Its activities shall extend worldwide.
- 4) REEEP is a non-profit organisation. REEEP's Members shall have no entitlement of any share of profits derived from REEEP activities. The Members shall be entitled to participate in REEEP's tendering procedure or other programs under the same conditions as any other Party.

Article 2: Vision, Mission, Purposes of the Association and Means to Achieve the Purposes of the Association

1) Vision and mission

REEEP's vision is that in low- and middle-income countries, people have access to affordable low carbon energy services provided by various players in a sustainable market.

REEEP's mission is to advance market readiness for clean energy and energy access in developing countries, especially for the benefit of the most vulnerable populations.

REEEP's vision and mission are firmly anchored in the Sustainable Development Goals of the United Nations (in particular SDG7 – energy – and SDG13 – climate) as well as the UN Framework Convention on Climate Change (UNFCCC) and the Paris Agreement.

2) Purpose of the association

The objectives of REEEP are to:

- a) Support climate and environment protection by promoting the development and advancement of market readiness for renewable energy and energy efficiency in low- and middle-income countries;
- b) Support equitable development by promoting access to affordable and clean energy services in these countries;

- c) Support the implementation of the Sustainable Development Goals (SDGs) of the United Nations, in particular SDG7 (ensure access to affordable, reliable, sustainable and modern energy for all) and SDG 13 (take urgent action to combat climate change and its impacts) as well as the implementation of the UN Framework Convention on Climate Change (UNFCCC) and the Paris Agreement (in particular the implementation of Nationally Determined Contributions – NDCs);
- d) Accelerate the market growth of low carbon renewable and energy efficiency systems, decrease their costs and turn them into affordable energy options for all.

3) Non-material means to achieve the purposes of the association

The objectives of REEEP shall be achieved by the following means:

- a) Supporting public and private organisations in designing, testing, implementing and scaling financing mechanisms, such as managing funds and support programmes on the basis of grant agreements between REEEP and the respective funder;
- b) Supporting enterprises in low- and middle- income countries to further renewable energy and energy efficiency, through designing, testing, implementing and scaling business models with the aim to reach market maturity, and through supporting access to finance;
- c) Working together with non-profit institutions and socio-economic actors pursuing similar objectives; these include bilateral and multilateral donors, development financing institutions (DFIs), multilateral development banks (MDBs), climate funds, foundations, other actors in the field of development cooperation, impact investors, ministries and agencies in low- and middle- income countries as well as commercial actors in the field of renewable energy and energy efficiency;
- d) Fostering international collaboration to remove policy, regulatory, market and technical barriers with the aim to accelerate market growth of modern renewable and energy efficiency systems, to lower their costs and make clean energy affordable for all;
- e) Implementation of programmes and projects to meet the purposes of the Association;
- f) Co-ordinating issue-focused networks, awareness raising and capacity building for all stakeholders;
- g) Monitoring, evaluating and learning derived from real business cases to develop market intelligence that can be used to build clean energy and energy access markets, for use by policy makers, Small and Medium Enterprises, and investors;
- h) Develop knowledge management and knowledge sharing tools and instruments for the development of stronger low-carbon and energy access markets;
- i) Publishing information and using other means of public relations and information management (homepage, social media etc.);
- j) Implementing and participating in national and international symposia, conferences and other events;
- k) Any other activity as approved by the Meeting of Members or the Governing Board.

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4) Financial means to achieve the purposes of the association

The necessary financial means shall be assured by the following public and private contributions:

- a) Subsidies, in particular project grants;
- b) Donations;
- c) Testamentary dispositions;
- d) Other contributions;
- e) Asset administration.

Article 3: Members

- 1) Any legal person identifying with the aims of REEEP may apply to become a Member. Natural persons identifying with the aims of REEEP may apply to become a Member upon invitation by the Governing Board.
- 2) Applications to become a Member shall be addressed to the International Secretariat and are subject to the approval of the Governing Board. The decision to accept new Members requires a two-thirds majority of the Governing Board members participating in the voting. Applications to become a Member may be denied without explanation.

Article 4: Termination of Membership

- 1) Members may resign from REEEP by giving three months' written notice to the International Secretariat.
- 2) Membership terminates automatically upon loss of legal personality of legal persons, respectively upon the death of natural persons, or upon the dissolution of REEEP.
- 3) The Meeting of Members shall have the power to expel any Member found by that Meeting to be in severe violation of his/her/its duties as a Member by a vote of two-thirds majority of Members present at the specific Meeting of Members.

Article 5: Rights and Duties of Members

- 1) Each Member has the right to vote at the Meeting of Members and has one vote.
- 2) Each Member has the right to stand for election to the Governing Board at the Meeting of Members, or, in the case of legal persons, to propose a candidate for the election.
- 3) Each Member has the right to request and receive a copy of the Statutes of REEEP from the International Secretariat.

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- 4) Each Member has the right to request the convocation of a Meeting of Members, and if requested by at least a tenth of the Members of REEEP the Governing Board shall call such a Meeting.
- 5) At the Meeting of Members, the Governing Board shall inform the Members about REEEP's current activities and about the financial status of REEEP. The audited accounts established since the last Meeting of Members shall be presented by a member of the International Secretariat.
- 6) If at least a tenth of the Members request information about REEEP's current activities and financial status between the Meetings of Members, the Governing Board shall provide reasonable information to the requesting Members within four weeks.
- 7) Members shall support the interests of REEEP and abide by the Statutes of REEEP and the decisions of its organs.

Article 6: Organs of REEEP

- 1) The organs of REEEP shall be:
 - a) The Meeting of Members (Articles 7 to 8);
 - b) The Governing Board (Articles 9 to 11);
 - c) The International Secretariat (Article 12);
 - d) The Board of Arbitration (Article 16)

Article 7: The Meeting of Members

- 1) The Meeting of Members is the assembly of all Members according to the Austrian Association Act (Vereinsgesetz 2002). The Meeting of Members shall be convened by the Governing Board and held at least once every two years.
- 2) An extraordinary Meeting of Members shall take place within three months upon
 - a) A decision by the Meeting of Members;
 - b) A decision by the Governing Board;
 - c) A decision by the Governing Board upon receipt of a request in written form signed by at least one tenth of the Members of REEEP in accordance with article 5 para 4 or
 - d) According to the procedure laid down in article 9 para 3.
- 3) All Members shall be invited (to the fax number or email-address given to REEEP) to attend the Meeting of Members, giving at least four weeks written notice. The invitation shall include an agenda with the topics planned for the Meeting of Members at the moment of the invitation. The agenda may be amended before and during the Meeting of Members. If the agenda is amended before the Meeting of Members, the amended version shall also be sent to the Members.

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- 4) Motions to the Meeting of Members must be received by the International Secretariat at least three days before the date of the Meeting of Members in writing, via telefax or via email.
- 5) All Members may participate in the Meetings of Members. By prior notice to the International Secretariat a Member may appoint a proxy to attend and vote on his/her behalf. Notice may be given in writing, via telefax or via email.
- 6) Decisions shall be taken by a simple majority of valid votes of the Members and proxies present. If the votes are evenly divided, the Chairperson shall have the casting vote. Decisions to amend the Statutes of REEEP require a vote of two-thirds majority of valid votes of Members or proxies present.
- 7) The Meeting of Members is presided over by the Chairperson or in his/her absence the Vice-chairperson. If both are unavailable, the longest-serving attending member of the Governing Board shall preside.

Article 8: Functions of the Meeting of Members

- 1) The functions of the Meeting of Members are:
 - a) Adoption of the agenda of the Meeting;
 - b) Presentation of the final accounts, annual reports and audit reports established since the last meeting;
 - c) Approval of the final accounts established since the last meeting;
 - d) Discharge of the Governing Board and management of REEEP;
 - e) Appointment and dismissal of the members of the Governing Board and election of the Chairperson of the Governing Board;
 - f) Adoption of the next four-year strategy;
 - g) Decision on amendments of the Statutes and dissolution of REEEP;
 - h) Any other matters prepared by the Governing Board;
 - i) Deliberations and decisions on other any other items on the agenda.
- 2) The Meeting of Members may establish subsidiary bodies as it deems necessary for the performance of its functions.

Article 9: Governing Board

- 1) The Governing Board shall consist of not less than six and a maximum of 19 members, including the Chairperson, the Vice-chairperson, the Rapporteur and the Treasurer.
- 2) Optionally, deputies for the Rapporteur and the Treasurer may be appointed. It is admissible that a Governing Board member holds more than one function – as long as he/she does not hold the deputy position to his/her own function.

- 3) The Meeting of Members shall elect the Governing Board and the Chairperson of the Governing Board. The Governing Board itself elects the holders of the other offices stated in article 9 para 1 and 2 among the Members (or natural Persons proposed by Member) elected to the Governing Board. In case the Meeting of Members did not determine a Chairperson, the Governing Board shall also take this decision. Any interim vacancy in the Governing Board may be filled by the Governing Board by co-option of a capable person. If the Governing Board member to be replaced is the Chairperson, the Governing Board may elect among their members the new Chairperson, but only if the new Chairperson is a Governing Board member who was elected by the Meeting of Members earlier – and not a co-opted member. If the Governing Board is ineffective for an unforeseeable time, each Member of REEEP has the right to file a petition at the competent court for the appointment of a trustee. The trustee has to call for an extraordinary Meeting of Members immediately.
- 4) Each member of the Governing Board must sign the REEEP Code of Conduct before taking office.
- 5) The Governing Board shall hold office for a period of four years. Should a Governing Board member resign prior to the expiration of the office term, the newly-elected member in his/her stead shall be deemed in office for the remaining period of the current office term of the Governing Board; at the end of the period a new Governing Board shall be elected by the Meeting of Members altogether. Therefore, the period in office of all members of the Governing Board ends on the very same date. The re-election of individual members of the Governing Board shall be permitted.
- 6) The Governing Board meets at the call of the Chairperson or, if he/she is prevented from attending to his/her duties, at the call of the Vice-chairperson, or when at least one third of the Governing Board so request. The Board shall meet at least once a year. All members of the Governing Board shall be invited to meetings of the Governing Board.
- 7) Each member of the Governing Board has one vote.
- 8) By prior notice to the International Secretariat, a member of the Governing Board may delegate its vote to another member of the Governing Board. Notice may be given in writing, via telefax or via email. In this case, the member that has delegated its vote shall be counted towards the quorum laid down in article 9 para 8.
- 9) The Governing Board has a quorum if all members were invited and at least half of them are present or represented as set out in article 9 para 6. The Governing Board can also take decisions through teleconferencing or written procedures. The Governing Board takes decisions by simple majority of members voting; if votes are equally divided, the vote of the Chairperson is decisive.
- 10) The Chairperson presides over the meeting; if the Chairperson is unable to attend to his/her duties the Vice-Chairperson shall preside over the meeting; in the case of both the chairperson and vice-chairperson being unable to attend to his/her duties the member that is asked to do so by the majority shall preside over the meeting.
- 11) The Meeting of Members may at any time pass a motion dismissing the Governing Board or any of its members. The dismissal comes into effect with the appointment of the new Governing Board or new member(s) of the Governing Board.
- 12) The members of the Governing Board may at any time resign from the Governing Board by written notice via the International Secretariat to the Governing Board, or – in the case of



resignation of the whole Governing Board – to the Meeting of Members. The resignation takes effect with the election or co-option of the successor.

Article 10: Functions of the Governing Board

The Governing Board shall be responsible for the conduct of the business of REEEP in accordance with these Statutes. In particular, its functions are to:

- 1) Develop and oversee the key strategic direction of REEEP, including targets, timeframes and funding priorities;
- 2) Adopt the Financial Rules of REEEP;
- 3) Maintain an accounting system meeting the requirements of REEEP;
- 4) Adopt the annual budget estimate of REEEP prepared by the International Secretariat;
- 5) Establish annual accounts and balance of accounts;
- 6) Prepare and call for Meetings of Members;
- 7) Inform Members about REEEP's activities and financial status;
- 8) Administer the assets of REEEP;
- 9) Consider and decide upon applications to become Members;
- 10) Provide instructions to the International Secretariat;
- 11) Determine who amongst its members should represent REEEP;
- 12) Elect among their members the holders of the offices stated in article 9 para 1 and 2 and in case stated in article 9 para 3 also the Chairperson;
- 13) Determine whether and who in the International Secretariat should receive power of attorney to represent REEEP, determine contractual and financial matters and to issue such a power of attorney to the members of the International Secretariat;
- 14) Establish the International Secretariat to fulfil the functions according to article 12 para 2.
- 15) The Governing Board may establish subsidiary bodies (such as standing committees and ad-hoc committees) as well as REEEP offices at regional and national level as it deems necessary for the performance of its functions.

Article 11: Special Duties of Members of the Governing Board

- 1) The Chairperson manages the ongoing business of REEEP.
- 2) The Governing Board and, if so determined by the Governing Board, also the International Secretariat represents REEEP. Legal documents of REEEP require the signature of the Chairperson and Rapporteur, or of members of the International Secretariat if and as

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determined in a power of attorney according to article 10 para 13 to be valid. Financial transactions shall require the signature of at least two persons to be determined in the Code of Procedures approved by the Governing Board. Legal transactions between members of the Governing Board and REEEP need the approval of a different member of the Governing Board.

- 3) The Chairperson may exercise functions normally attributable to the Meeting of Members under his/her own responsibility where such action is necessary to avoid irreparable harm to REEEP or its undertakings. Any measures taken in exercise of these functions require subsequent approval by the Meeting of Members.
- 4) In cases of indisposition, the deputies of Chairperson, Rapporteur or Treasurer may exercise the appropriate functions.
- 5) The Governing Board may delegate certain powers and responsibilities to the International Secretariat. In this case the Governing Board will issue clear documentation to the International Secretariat defining the delegated responsibilities and powers, and among such documentation issue necessary written power of attorney to the persons within the International Secretariat which need to fulfil the delegated responsibilities.

Article 12: International Secretariat

- 1) The International Secretariat of REEEP is located in Vienna.
- 2) The functions of the International Secretariat are to:
 - a) Prepare the annual budget estimate of REEEP;
 - b) Organise and report on meetings of the Governing Board and the Meeting of Members;
 - c) Implement programmes, projects and other activities to meet the purposes of the Association;
 - d) Function as a clearing-house of renewable and energy efficiency initiatives and projects, receiving and disseminating funding bids and proposals to interested donor partners and investors;
 - e) Implement the decisions of the Governing Board;
 - f) Facilitate and manage communication between Members;
 - g) Everything else necessary to fulfil responsibilities and powers as delegated by the Governing Board.

Article 13: Budget Period, Financial Year

- 1) The budget period of REEEP shall be annual.
- 2) The financial year of REEEP shall run from April 1 to March 31.

Article 14: Annual Auditors

- 1) In accordance to the provisions of the Austrian Law on Associations (Vereinsgesetz 2002) regarding qualified accounting of large associations, the duties of the internal auditors as specified in the Law on Associations shall be assumed by an independent professional auditing company contracted to carry out the annual audit of REEEP (annual auditor, “Abschlussprüfer”).
- 2) The annual auditor shall examine compliance with legal requirements and REEEP’s statutes with respect to the preparation of the financial statements and accounting. The Governing Board and the International Secretariat shall provide the auditors with all necessary documentation and information. The annual auditor shall report to the Governing Board.

Article 15: Liability of Members of the Governing Board

- 1) The provisions of para 24 of the Austrian Law on Associations regarding the liability of unremunerated board members shall also apply in case that REEEP is legally exempted from the scope of the Law on Associations by means of the Federal Law on the Granting of Privileges to Non-Governmental International Organisations.
- 2) This means in particular that unremunerated board members are only liable towards REEEP in case of intent and gross negligence.

Article 16: Settlement of Disputes

- 1) All disputes arising within the association be settled by the REEEP board of arbitration. The board of arbitration acts according to the Austrian Association Act and is not a court of arbitration (within the meaning of Section 577 ff of the Austrian Civil Procedure Act, ZPO).
- 2) The board of arbitration shall be constituted on an ad hoc basis and shall consist of three members. One of the parties to the dispute provides in writing the name of one member of the board of arbitration to the Governing Board. The other party is then requested by the Governing Board to name another member of the board of arbitration within 14 days. The two so named members of the board of arbitration shall then name within 14 days another member as chairperson of the board of arbitration. If they fail to reach agreement they shall draw lots to decide whose nomination is chosen as the third member. The members of the board of arbitration may not belong to any organ of REEEP other than the Meeting of Members.
- 3) The board of arbitration shall reach its decision by majority vote after hearing both parties with all members of the board of arbitration present. Decisions of the board of arbitration may not be overruled by any other organ of REEEP.

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Article 17: Dissolution of REEEP

- 1) The Meeting of Members may decide to dissolve REEEP by a vote requiring two-thirds majority of the Members present at the duly constituted Meeting of Members.
- 2) Following any such vote, that Meeting of Members is required to draw up a plan for dissolution. It shall nominate a liquidator and decide how any assets should be apportioned following settlement of liabilities. Remaining assets must be passed to a charitable organisation that follows similar objectives, or some other suitable charitable organisation. In any case, these objectives must be recognised charitable or benevolent objectives in the meaning of para 34 ff of the Austrian Federal Tax Code (BAO).