

# **Statutes of the Renewable Energy and Energy Efficiency Partnership (REEEP) – Partnerschaft für erneuerbare Energie und Energieeffizienz (REEEP)**

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## **Preamble**

### **REEEP's Vision**

The protection of our climate and the fight against climate change can only be successful if all people worldwide have access to renewable energy and energy efficient services. While the expansion of renewable energy has already become the focus of public attention in industrialised countries, this issue is widely underrepresented in the public perception in other regions of the world. REEEP's vision is that people in low- and middle-income countries, thus especially in countries of the Global South, have access to affordable and reliable renewable energy and energy efficient services offered on a sustainable market.

REEEP's vision is to advance market readiness for renewable energy, energy efficiency and energy access in developing countries, especially for the benefit of the most vulnerable populations, so that effective emissions reductions can be achieved there as well.

REEEP's vision is firmly anchored in the Sustainable Development Goals (SDGs) of the United Nations, in particular Goal 7 “Affordable and Clean Energy” and Goal 13 “Climate Action”, as well as in the UN Framework Convention on Climate Change (UNFCCC) and the Paris Agreement.

## **1. Name, Location, Area of Activity**

- 1.1. REEEP is an association established under and subject to Austrian law.
- 1.2. 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”.
- 1.3. The registered office of REEEP shall be in Vienna. Its activities shall extend worldwide.
- 1.4. REEEP is a non-profit organisation. REEEP's Members shall have no entitlement to any share of profits derived from REEEP activities. The Members shall be entitled to participate in REEEP's tendering procedure or other programmes under the same conditions as any other party.

## **2. Purposes of the Association and Means to Achieve the Purposes of the Association**

### **2.1. Purpose of the association**

The objectives of REEEP are to support climate and environmental protection in the development of renewable energy production and use in countries of the Global South. In addition, REEEP aims

to combat poverty and hardship in developing countries by promoting economic and social development leading to a process of sustainable economic activity and growth, combined with structural and social change, all in the context of renewable energy production and use.

REEEP aims to promote access to affordable, reliable, sustainable and modern energy for all and to take action to combat climate change and its impacts corresponding to, and in line with, the Sustainable Development Goals (SDGs) of the United Nations, with a particular focus on Goals no. 7 (Affordable and Clean Energy) and no. 13 (Climate Action), as well as the United Nations Framework Convention on Climate Change (UNFCCC) and the Paris Agreement (in particular the implementation of Nationally Determined Contributions, NDCs).

According to its Statutes, REEEP exclusively and directly pursues non-profit purposes, in particular climate and environmental protection as well as the purpose of development cooperation within the meaning of Section 4a (2) subpara 3 lit b and d EStG (Income Tax Law) and is therefore a non-profit association within the meaning of the applicable tax law provisions (Sections 34 to 47 of the Federal Fiscal Code – BAO).

## **2.2. Non-material means to achieve the purposes of the association**

The objectives of REEEP shall be achieved exclusively by the following non-material means:

- 2.2.1. Designing, testing, implementing and scaling financing mechanisms, such as managing funds and donor-funded programmes on the basis of grant agreements between REEEP and the respective funder;
- 2.2.2. Designing, testing, implementing and scaling business models as well as their financing in the area of renewable energy, energy efficiency and energy access with a focus on countries of the Global South;
- 2.2.3. Project development for access to affordable and renewable energy services in countries of the Global South;
- 2.2.4. Project development and producing studies for the acceleration of market growth of renewable energy and energy efficiency systems, decreasing their costs and turning them into affordable energy options for all;
- 2.2.5. 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 and other actors in the field of development cooperation, impact investors and ministries in countries of the Global South as well as actors in the field of renewable energy and energy efficiency;
- 2.2.6. International collaboration to remove policy, regulatory, market and technical barriers with the aim to accelerate market growth of renewable energy and energy efficiency systems, to lower their costs and make them affordable for all;
- 2.2.7. Building and fostering issue-focused networks and platforms for awareness building, knowledge management and exchange for the development of stronger markets for renewable energy and energy efficiency technologies, energy access and capacity building;
- 2.2.8. Monitoring, evaluating and learning derived from real business cases to develop market intelligence that can be used to build renewable energy, energy efficiency

and energy access markets, for use by policy makers, small and medium enterprises and investors;

- 2.2.9. Implementing renewable energy and energy efficiency solutions, such as stand-alone photovoltaic systems, mini-grids and clean cookstoves, for both private households and micro, small and medium-sized developers;
- 2.2.10. Publishing information and using other means of public relations and information management (website, social media, etc.); and
- 2.2.11. Implementing and participating in national and international symposia, conferences and other events.

Provided that this serves the purpose of the association, REEEP shall furthermore be entitled to:

- participate in (non-profit or non-charitable) corporations or to establish such corporations,
- make use of vicarious agents pursuant to Section 40 (1) of the Federal Fiscal Code (BAO) or to act as a vicarious agent itself,
- forward funds or other assets pursuant to Section 40a subsection 1 BAO to organisations benefiting from donations (*spendenbegünstigte Einrichtungen*) with a corresponding dedication, provided that there is at least one corresponding organisational purpose, as well as
- provide supplies or other services pursuant to Section 40a subsection 2 BAO at cost to other non-profit or charitable organisations, provided there is at least one corresponding organisational purpose.

Within the scope of its development cooperation activities, REEEP exclusively implements projects which, due to their size, enable an effective impact in terms of the objectives of sustainable change and are therefore to be seen as general promotional measures.

### **2.3. Financial means to achieve the purposes of the association**

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

- 2.3.1. Public and private subsidies of any kind, in particular project grants and core funding contributions;
- 2.3.2. Reimbursement of expenses incurred in the implementation of REEEP's activities. This refers to the provision of funds by donors to REEEP following confirmation of expenditure already incurred (e.g. through the submission of receipts for procurement, travel or similar) or following the achievement of certain milestones;
- 2.3.3. Donations of any kind;
- 2.3.4. Testamentary dispositions;
- 2.3.5. Other contributions from public or private sources;
- 2.3.6. Proceeds from activities as vicarious agent;

- 2.3.7. Participation fees, reimbursements of costs and proceeds from events; and
- 2.3.8. Asset administration, as well as interest earned from retained funds.

Should REEEP accumulate any windfall profits, these are to be used exclusively for the purpose and the means of achieving the association's purpose (see Articles 2.1 and 2.2) as well as for the structural financing of REEEP.

### **3. Members**

- 3.1. 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.
- 3.2. Applications to become a Member shall be addressed to the International Secretariat and are subject to the approval of the Governing Board. In deviation from Article 9.10, 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.

### **4. Termination of Membership**

- 4.1. Members may resign from REEEP by giving three months' written notice to the International Secretariat.
- 4.2. Membership terminates automatically upon loss of legal personality of legal persons, respectively upon the death of natural persons, or upon the dissolution of REEEP.
- 4.3. The Governing Board shall have the power to expel any Member found to be in severe violation of his/her/its duties as a Member by a vote of – in deviation from Article 9.10 – a two-thirds majority of Governing Board members participating in the vote.

### **5. Rights and Duties of Members**

- 5.1. Each Member has the right to vote at the Meeting of Members and has one vote.
- 5.2. 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.
- 5.3. Each Member has the right to request and receive a copy of the Statutes of REEEP from the International Secretariat.
- 5.4. 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.
- 5.5. 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 or the Treasurer.

- 5.6. 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.
- 5.7. Members shall support the interests of REEEP and abide by the Statutes of REEEP and the decisions of its organs.
- 5.8. Members are obliged to inform the International Secretariat of their current postal and email addresses, otherwise valid deliveries can be made to the last known addresses.

## **6. Organs of REEEP**

- 6.1. The organs of REEEP shall be:
  - The Meeting of Members (Articles 7 and 8);
  - The Governing Board (Articles 9 and 10);
  - The Chief Executive Officer (Article 12); and
  - The International Secretariat (Article 13).
- 6.2. The Governing Board constitutes the governing body (*Leitungsorgan*) of REEEP.

## **7. The Meeting of Members**

- 7.1. The Meeting of Members is the assembly of all Members according to the Austrian Law on Associations (Vereinsgesetz 2002). The Meeting of Members shall be convened by the Governing Board and held at least once every two (2) years.
- 7.2. An extraordinary Meeting of Members shall take place within three months upon
  - 7.2.1. A decision by the Meeting of Members;
  - 7.2.2. A decision by the Governing Board;
  - 7.2.3. 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 5.4; or
  - 7.2.4. According to the procedure laid down in Article 9.4.
- 7.3. All Members shall be invited (to the postal address or email address given to the International Secretariat) to attend the ordinary or extraordinary Meeting of Members, giving at least a four (4) week 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.
- 7.4. 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 letter or email.

- 7.5. 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 letter or email.
- 7.6. The Meeting of Members shall constitute a quorum irrespective of the number of Members present.
- 7.7. 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 or in his/her absence the Governing Board member presiding over the Meeting of Members (see Article 7.8) shall have the casting vote. Decisions to amend the Statutes of REEEP require a vote of two-thirds majority of valid votes of Members and proxies present.
- 7.8. The Meeting of Members is presided over by the Chairperson of the Governing Board or in his/her absence the Vice-Chairperson. If both are unavailable, the Chairperson of the Governing Board or the Vice-Chairperson can nominate another Governing Board member that shall preside over the Meeting of Members. If no such nomination is made, the longest-serving attending member of the Governing Board shall preside.
- 7.9. The Meeting of Members may also be held without the physical presence of the participants (for example via online video conference). In this case, the provisions applicable to Meetings of Members being held with physical presence of the participants shall apply mutatis mutandis, whereby a technical solution shall be chosen which ensures that all Members entitled to participate can take part in the virtual meeting. The decision as to whether the meeting is to be held virtually and which technology will be used shall be taken by the Governing Board.

## **8. Functions of the Meeting of Members**

- 8.1. The functions of the Meeting of Members are:
  - 8.1.1. Adoption of the agenda of the Meeting;
  - 8.1.2. Receipt of the activity reports, financial statements and audit reports established since the last meeting;
  - 8.1.3. Approval of the financial statements established since the last meeting;
  - 8.1.4. Appointment of the external auditor of REEEP upon a proposal by the Governing Board;
  - 8.1.5. Discharge the Governing Board of REEEP;
  - 8.1.6. Appointment and dismissal of the members of the Governing Board and election of the Chairperson of the Governing Board;
  - 8.1.7. Decision on amendments of the Statutes and dissolution of REEEP. In case an amendment of the Statutes is indispensable to maintain REEEP's status as a non-profit organisation or status as Quasi-International Organisation, the Governing Board is authorised to decide on the required changes. The scope of this authorisation shall be strictly limited to changes requested from the competent authorities or deriving from the applicable laws. In deviation from Article 9.10, any such decision on an amendment of the Statutes by the Governing Board requires a two-thirds majority of Governing Board members with voting rights present or represented at the vote;

- 8.1.8. Any other matters prepared by the Governing Board;
  - 8.1.9. Deliberations and decisions on other any other items on the agenda.
- 8.2. The Meeting of Members may establish subsidiary bodies as it deems necessary for the performance of its functions.

## **9. Governing Board**

- 9.1. 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.
- 9.2. The Chief Executive Officer is an ex-officio member of the Governing Board (see Article 12.2).
- 9.3. 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.
- 9.4. The Meeting of Members shall elect the members of the Governing Board and the Chairperson of the Governing Board. The Governing Board itself elects the holders of the other offices stated in Article 9.1 and 9.3 among the elected Governing Board members. In case the Meeting of Members did not determine a Chairperson, the Governing Board shall also take this decision by electing amongst its members a Chairperson, following the procedures set out in Article 9.10 below. In this case, any member of the Governing Board may propose other members of the Governing Board for the position of Chairperson, including him/herself. 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.
- 9.5. Each member of the Governing Board has to observe the REEEP Code of Conduct.
- 9.6. The Governing Board shall hold office for a period of four (4) years. Should a Governing Board member resign prior to the expiration of the office term, the newly elected/co-opted 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 members of the Governing Board shall be permitted.
- 9.7. 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; the Chairperson has to call for a Governing Board meeting when at least one third of the Governing Board so requests. The Governing Board shall meet at least once a year. All members of the Governing Board shall be invited to meetings of the Governing Board.
- 9.8. Each member of the Governing Board has one vote.
- 9.9. By prior notice to the International Secretariat, a member of the Governing Board may delegate his/her vote to another member of the Governing Board. Notice may be given in

writing via letter or email. In this case, the member who has delegated his/her vote shall be counted towards the quorum laid down in Article 9.10.

- 9.10. 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 9.9. The Governing Board can also take decisions through teleconferencing or written procedures. The Governing Board takes decisions by a simple majority of members with voting rights that are present or represented, unless it is stated explicitly differently in these Statutes; if votes are equally divided, the vote of the Chairperson is decisive.
- 9.11. 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 their duties the member that is asked to do so by the majority shall preside over the meeting.
- 9.12. The Meeting of Members may at any time pass a motion dismissing the Governing Board or any of its members due to, including, but not limited to, material inability or incapacity to perform duties, actions contrary to the objectives or interests of REEEP, or violations of the REEEP Code of Conduct.
- 9.13. The members of the Governing Board may at any time resign from the Governing Board by written notice (via letter or email) 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 shall not be untimely so as to cause damage to REEEP.

## **10. Functions of the Governing Board**

- 10.1. The Governing Board (see Article 9.1) shall be responsible for the conduct of the business of REEEP in accordance with these Statutes. The Governing Board shall have the power and authority to manage and control the business, property and affairs of REEEP, to the extent that such power and authority is not delegated to the Meeting of Members pursuant to these Statutes or applicable law or is not delegated to the Chief Executive Officer, other officers, directors or employees of the International Secretariat pursuant to these Statutes.
- 10.2. In particular, its functions are to:
  - 10.2.1. Oversee the key strategic direction of REEEP, including targets, timeframes and funding priorities;
  - 10.2.2. Appoint and remove the Chief Executive Officer with a two-thirds majority of Governing Board members with voting rights present or represented at the vote, as well as monitor his/her performance (Article 12.3) and discharge the Chief Executive Officer;
  - 10.2.3. Approval of the next four-year strategy, prepared by the Chief Executive Officer;
  - 10.2.4. Adopt the Financial Rules of REEEP;
  - 10.2.5. Maintain an accounting system meeting the requirements of REEEP; this task can be delegated to the International Secretariat;
  - 10.2.6. Adopt the annual budget estimate of REEEP prepared by the International Secretariat;
  - 10.2.7. Prepare and call for Meetings of Members;



- 10.2.8. Inform Members about REEEP's activities and financial status;
- 10.2.9. Consider and decide upon applications for REEEP membership (see Article 3.2) and on the termination of REEEP membership (see Article 4.3);
- 10.2.10. Determine who amongst its members should represent REEEP externally;
- 10.2.11. Elect among its members the holders of the offices stated in Article 9.1 and 9.3 and in the case stated in Article 9.4 also the Chairperson;
- 10.2.12. Determine whether and who in the International Secretariat should receive power of attorney to represent REEEP alone or together with the Chief Executive Officer in contractual and financial matters; and determine the contractual and financial matters covered thereby and to issue such a power of attorney ("Code of Procedures") to the Chief Executive Officer and/or the members of the International Secretariat;
- 10.2.13. Establish the International Secretariat to fulfil the functions according to Article 13.2; and
- 10.2.14. 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.

## **11. Liability of Members of the Governing Board**

- 11.1. The Austrian Law on Associations (Vereinsgesetz 2002) applies to REEEP, including its provisions regarding the liability of unremunerated Governing Board members.
- 11.2. This means in particular that unremunerated Governing Board members are only liable towards REEEP in case of intent and gross negligence.

## **12. Chief Executive Officer**

- 12.1. The Governing Board shall appoint the Chief Executive Officer of REEEP by a two-thirds majority for a term of four (4) years, following a consultation with the International Secretariat; re-election by the Governing Board with a two-thirds majority is possible without limitation (see Article 10.2.2.).
- 12.2. The Chief Executive Officer is an ex-officio member of the Governing Board, but without voting rights.
- 12.3. In particular, the Chief Executive Officer's functions are to:
  - 12.3.1. Manage the day-to-day business of REEEP on his/her own responsibility, but under the control of the Governing Board and in accordance with these Statutes, the decisions of the Meeting of Members and the Governing Board and applicable laws and regulations;
  - 12.3.2. Together with the International Secretariat and under the guidance of the Treasurer, prepare the annual budget estimate of REEEP and present it to the Governing Board;

- 12.3.3. Direct the International Secretariat and organise the staff of REEEP. Staff shall be appointed and dismissed in accordance with the regulations and policies adopted by the Governing Board;
  - 12.3.4. Develop the four-year strategy and overall strategic direction, including timelines and funding priorities in collaboration with the International Secretariat; and
  - 12.3.5. Establish at least two activity reports annually and present them to the Governing Board for acknowledgement.
- 12.4. The Chief Executive Officer executes the above-mentioned functions under his/her own responsibility and in accordance with these Statutes, the resolutions of the Meeting of Members and the Governing Board, and is liable for his/her actions in accordance with the applicable laws and regulations.

### **13. International Secretariat**

- 13.1. The International Secretariat of REEEP is located in Vienna.
- 13.2. The International Secretariat is under the direction of the Chief Executive Officer and shall assist him/her in his/her activities. The functions of the International Secretariat are to:
- 13.2.1. Prepare the financial statements for REEEP in accordance with statutory requirements under the supervision of the Chief Executive Officer;
  - 13.2.2. Administer the assets of REEEP;
  - 13.2.3. Organise and report on meetings of the Governing Board and the Meeting of Members;
  - 13.2.4. Implement programmes, projects and other activities to meet the purposes of the Association;
  - 13.2.5. Implement the decisions of the Governing Board;
  - 13.2.6. Facilitate and manage communication between Members;
  - 13.2.7. Everything else necessary to fulfil responsibilities and powers as delegated by the Governing Board.

### **14. Special Rights and Obligations of Certain Members of the Governing Board, the Chief Executive Officer and Individual Members of the International Secretariat**

- 14.1. REEEP shall be represented externally in all legal and factual matters by the members of the Governing Board appointed to represent REEEP in accordance with Article 10.2.10, whereby always two of the such appointed Governing Board members shall represent REEEP together (four eyes principle). The Governing Board may also authorise the Chief Executive Officer and/or individual members of the International Secretariat to represent REEEP externally in contractual and financial matters (see Article 10.2.12). Internal restrictions on the power of representation and distribution of competences shall be laid down by the Governing Board in a power of attorney ("Code of Procedure"), whereby the four-eye principle shall be observed at any time.

- 14.2. 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.
- 14.3. In cases of indisposition, the deputies of Chairperson, Rapporteur or Treasurer may exercise the appropriate functions.
- 14.4. The Governing Board may delegate certain powers and responsibilities to the Chief Executive Officer and/or the International Secretariat. In this case the Governing Board will issue clear documentation to the Chief Executive Officer and/or the International Secretariat defining the delegated responsibilities and powers. Such documentation shall include a written power of attorney authorising the Chief Executive Officer and/or the persons within the International Secretariat who need to fulfil the delegated responsibilities accordingly.

## **15. Budget Period, Financial Year**

- 15.1. The budget period of REEEP shall be annual.
- 15.2. The financial year of REEEP shall be the calendar year.

## **16. Annual Auditors**

- 16.1. In accordance with 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").
- 16.2. 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, the Chief Executive Officer and the International Secretariat shall provide the auditors with all necessary documentation and information. The annual auditor shall report to the Governing Board.

## **17. Settlement of Disputes**

- 17.1. All disputes arising within the association shall be settled by the REEEP board of arbitration. The board of arbitration acts according to the Austrian Law on Associations (Vereinsgesetz 2002) and is not a court of arbitration (within the meaning of Section 577 ff of the Austrian Civil Procedure Act, ZPO).
- 17.2. 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 amongst the proposed candidates is chosen as the third member. The members of the board of arbitration may not belong to any organ of REEEP

– with the exception of the Meeting of Members – whose activities are subject to the relevant dispute.

- 17.3. 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.

## **18. Dissolution of REEEP**

- 18.1. The Meeting of Members may decide to dissolve REEEP by a vote requiring a two-thirds majority of the Members present at the duly constituted Meeting of Members.
- 18.2. Following any such vote, the same 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 the same or similar objectives. In any case, these objectives must be the purposes of climate and environmental protection and/or development cooperation.

## **19. Miscellaneous**

- 19.1. These Statutes shall be governed by, and construed in accordance with, the substantive laws of Austria. The Austrian Federal Law on Associations shall apply if and to the extent these Statutes or mandatory Austrian law do not explicitly provide otherwise. In case of conflict, the Austrian law shall prevail.
- 19.2. Should individual provisions of these Statutes be ineffective or become ineffective after conclusion of the Statutes, the effectiveness of the remaining provisions of the Statutes shall remain unaffected. The invalid provision shall be replaced by a valid provision whose effects come as close as possible to the objective pursued initially. These principles shall apply accordingly in the event that the Statutes prove to be unenforceable or incomplete.
- 19.3. The Statutes shall be drawn up in German and English, the latter being a non-binding translation. In the event of a conflict, the German version of these Statutes shall prevail.