

STATUTES OF ASSOCIATION

YES-Europe (Young leaders in Energy and Sustainability)

§1 INTRODUCTION

§1.1 Name

"YES-Europe (Young leaders in Energy and Sustainability)" is a non-profit association, (to be referred to as the 'Organisation' in these Statutes) that is governed by the present Statutes and, secondly, by Articles 60-79 of the Swiss Civil Code (ZGB).

§1.2 Headquarters

The Organisation's headquarters are located in the Canton of Zürich.

§1.3 Lifetime

- (1) The Organisation shall be of unlimited duration.
- (2) A financial year of the Organisation is equivalent to a calendar year.

§2 PURPOSE & MEANS OF THE ORGANISATION

§2.1 Aims

The aim of the Organisation is to connect, empower and give a platform to act for young leaders passionate about energy and sustainability across Europe, through informing the general public about energy and sustainability-specific topics, promoting collaboration and the exchange of ideas between young professionals and students locally and internationally and by empowering its Members to engage in local initiatives and international initiatives to foster and facilitate the energy transition. The Organisation does not pursue any commercial purposes and does not seek to make a profit.

§2.2 Activity

The Organisation aims to support, promote, and engage in the following activities (the list is indicative and non-exhaustive):

- (1) Research activities that are linked to energy and sustainability-related topics conducted by its Members, in particular, or by academic institutes, professional entities, and other non-profit organisations.
- (2) In-person or virtual planning, attendance, participation and/or promotion of local and

international events and projects pertaining to energy and sustainability-related topics.

(3) Exchange of energy and sustainability-related experiences and ideas between its Members.

(4) Empowerment of young professionals and students to become leaders in the energy and sustainability sector by creating, maintaining and developing a network of relationships, platform of resources, and community of Members to unite towards the aforementioned Aims that were documented in §2.1.

§2.3 Funds

The Organisation has the following financial means at its disposal for the pursuit of its Purpose (the list is indicative and non-exhaustive):

(1) Subsidies.

(2) Awards from funding organisations.

(3) Sponsorships from other entities.

(4) Partnerships with other entities to collaborate on activities.

(5) Operating surpluses.

(6) Donations and contributions of all kinds.

§2.4 Stances

(1) The Organisation has a non-profit character.

(2) The Organisation is not affiliated with or supporting any political party.

(3) The Organisation is non-denominational.

§3 RESOURCES & FUNDING

(1) The Statutes of the Organisation are implemented based on the personnel and financially available resources at its disposal and include (but are not limited to):

(a) The voluntary activities of its Members;

(b) Conferences, seminars, workshops, field excursions, and networking & training events;

(c) The provision of a website, social media channels and an online office suite network as a means of internal and external communication, publications, activity dissemination, knowledge sharing, information exchange, and to facilitate networking and collaboration activities in the energy and sustainability sector;

- (d) Partnerships, collaborations and/or communication with academic institutes, professional entities, trade unions, public authorities, and other non-profit organisations;
- (e) Subsidies, awards, sponsorships, and donations that are acquired through lawful means.

(2) The Organisation's funds may only be used for the Purposes laid down in the Statutes of the Organisation.

(3) No natural person (Member or non-Member) may benefit from funds that are not aligned with the Purpose of the Organisation.

(4) Contributions of any kind to the Organisation may only be utilised as funds and only for the Purposes laid down in the Statutes of the Organisation, defined in §2.

§4 MEMBERSHIP

§4.1 Membership Category

(1) The Organisation consists of active members (to be referred to as 'Members' in these Statutes).

(2) Active Membership can be acquired by any natural person who fulfils the requirements of §4.2 and §4.3. They possess the Membership rights, duties, and obligations that are listed in §4.5.

§4.2 Membership Request & Refusal

(1) Natural persons may request Membership to the Organisation at any time.

(2) The request for Membership to the Organisation is governed by the Membership form.

(3) Natural persons requesting Membership may be a domestic or foreign person who is 18 years of age or over, but under 35 years of age.

(4) Natural persons requesting Membership may be a citizen and/or resident of a European country.

(5) Membership may be acquired by any natural persons that do not conflict with the Purpose of the Organisation, defined in §2.

(6) Acceptance of Membership requests by the Organisation may be performed at any time after the request was made.

(7) The Organisation has the right of refusal of Membership requests, which may be performed at any time after the request was made.

(8) The refusal of Membership requests does not need to be justified by the Board.

§4.3 Acquisition of Membership

Natural persons requesting Membership to the Organisation will be notified through correspondence in text form of their successful acquisition by a Board Member. The Membership takes effect retroactively from the date of approval.

§4.4 Membership Admission

New Members may be admitted to the Organisation at any time.

§4.5 Rights, Duties and Obligations of Members

(1) All Members are entitled to participate in the activities outlined in the Purpose of the Organisation through a defined role.

(2) All Members have the duty to carry out or exercise the tasks and activities assigned to them by the Organisation (through a delegated representative) and to the best of their knowledge and abilities.

(3) All Members have the right to attend, speak at, and vote at Annual or Extraordinary General Assemblies. Each Member can only cast one vote for each Annual or Extraordinary General Assembly agenda topic.

(4) All Members are entitled to an Organisation e-mail address, which they may use for internal and external text correspondence relevant to their Membership role.

(5) All Members are obliged to take mutual consideration and to adhere to common values. All Members must treat all other Members equally, without regard to their race, ethnicity, skin colour, national origin, political views, religion, sexual orientation, or gender.

(6) At the start of each financial year, Members have the obligation to review the information that they provided to the Organisation (either when they originally requested membership or when they last updated their information) and communicate any updates of said information to their delegated team representative, who will then communicate this to the Board.

§4.6 Termination of Membership

Membership of the Organisation ends:

(1) When the Member reaches the age of 35.

(2) With death.

(3) By a declaration of resignation. Resigning Members may terminate their Membership at any time, without the obligation to provide any written notice, but are obliged to state the reasons for their resignation to their team representative, who will then communicate this to the Board.

(4) By exclusion within the meaning of §4.7.

§4.7 Exclusion

(1) A Member can be expelled from the Organisation with immediate effect if their conduct is in gross violation of the Statutes or the Purpose of the Organisation.

(2) The exclusion is considered valid in the event of a unanimous decision by the Board or by a simple majority of the Members present and voting in Annual or Extraordinary General Assemblies.

(3) Before the exclusion may take effect, the Board must notify the Member concerned, through correspondence in text form, of the exclusion and the reasons for exclusion. The notification shall be deemed to have been affected upon dispatch of the notification.

(4) The Member concerned may contest the exclusion within 21 days of the notification of expulsion by addressing their appeal directly to the Board through correspondence in text form.

(5) The Board will review the appeal and ultimately notify the decision on expulsion to the concerned Member through correspondence in text form after the 21 day-period since the notification of expulsion has elapsed.

§5 ORGANISATION

§5.1 Body

The body of the Organisation is:

(1) The General Assembly.

§5.2 Organs

The organs of the Organisation are:

(1) The Board.

(2) The Organisation's Members.

§6 THE GENERAL ASSEMBLY

§6.1 Composition

The General Assembly of the Organisation is the supreme body of the Association. It consists of the Board and all of the Organisation's Members, from which any local or international teams

formed from its Members are assembled. Absent Members may not delegate other Members to represent their Organisational roles in a General Assembly.

§6.2 Ordinary General Meetings

(1) An ordinary general meeting (to be referred to as the 'Annual General Assembly' in these Statutes) shall be held once in each financial year. It must take place in the first 6 months of that financial year.

(2) The invitation to the Annual General Assembly of the Organisation shall be issued by a Board Member through correspondence in text form with at least 28 days' notice, stating the agenda topics within at least 14 days of convening.

(3) Agenda topics may be submitted by Members through correspondence in text form to the Board at least 14 days before the Annual General Assembly. Late submitted agenda topics will be carried forward to the next Annual General Assembly.

(4) No resolution can be passed during the Annual General Assembly that has not been properly announced in the agenda.

§6.3 Extraordinary General Meetings

(1) An extraordinary general meeting (to be referred to as an 'Extraordinary General Assembly' in these Statutes) shall be convened at the request of the Board or through a request by at least one fifth of the Organisation's Members (through correspondence in text form).

(2) The invitation to an Extraordinary General Assembly of the Organisation shall be issued by a Board Member through correspondence in text form with at least 28 days' notice, stating the agenda topics within at least 14 days of convening.

(3) Agenda topics may be submitted by Members through correspondence in text form to the Board at least 14 days before an Extraordinary General Assembly. Late submitted agenda topics will be carried forward to the next Annual General Assembly.

(4) No resolution can be passed during the Extraordinary General Assembly that has not been properly announced in the agenda, unless all Members of the Organisation are present.

§6.4 Meeting Location

(1) The place of Annual or Extraordinary General Assemblies shall be determined at the discretion of the Board.

(2) Annual or Extraordinary General Assemblies may be held online, provided that it is technically ensured in particular that:

(a) Only Members of the organisation attend, speak at, and vote at online Annual or Extraordinary General Assemblies;

(b) The right to speak at online Annual or Extraordinary General Assemblies is also

guaranteed by the possibility of an expression in text form during the meeting;

(c) Voting results must be technically traceable and unfalsifiable.

(3) If the Annual or Extraordinary General Assemblies are held through in-person meetings at a physical venue, allowances must be made for Members unable to attend to join online.

§6.5 Agenda

(1) Annual or Extraordinary General Assemblies consist of all Members who wish to discuss or vote on different topics. Topics on the agenda shall be (but are not limited to):

(a) Approval of the minutes of the last Annual or Extraordinary General Assembly;

(b) Approval of the Annual Report (only at Annual General Assemblies);

(c) Approval of the Accounts and Balance Sheet for the last financial year (only at Annual General Assemblies);

(d) Amendments to the Statutes of the Organisation;

(e) Election and/or dismissal of any Board Members (only at Annual General Assemblies);

(f) Organisational structure of the Organisation;

(g) Formation and/or composition of Organisation local and/or international teams;

(h) Activities being undertaken or planned to be undertaken by the Organisation;

(i) Exclusion of Members;

(i) Dissolution of the Organisation;

(j) Any other topic at the behest of the Board or the Organisation's Members.

§6.6 Adoption of Resolutions

(1) If at least half of the Board Members are present, then every Annual or Extraordinary General Assembly convened in accordance with the Statutes, without regard to the number of Members present, is quorate.

(2) Annual or Extraordinary General Assemblies are chaired by the Chairperson. This position will be taken up by the President of the Organisation.

(3) In the case of the President's absence, the Vice-President or any other Board Member (in the case of the Vice-President's absence) assigned by the President is to chair the meeting. The President is to communicate the delegation of the Chairperson role as correspondence in text form to all Members of the Organisation at any point in time prior to the Annual or Extraordinary General Assembly.

(4) The General Assembly passes its resolutions on agenda topics with a simple majority. In the event of a tie, the Chairperson will pass the deciding vote.

(5) Amendments to the Statutes require the approval of a majority of two thirds of the Members present in Annual or Extraordinary General Assemblies. Members must be informed through correspondence in text form of the change in Statutes, once the minutes of the Annual or Extraordinary General Assemblies are signed and dispatched. The new Statutes may then be endorsed by the President and communicated to all Members.

(6) Dissolution of the Organisation requires the approval of a majority of three quarters of the Members present in the Annual or Extraordinary General Assembly. Members must be informed through correspondence in text form of the dissolution of the Organisation, once the minutes of the Annual or Extraordinary General Assemblies are signed and dispatched. The Organisation may then be dissolved as per §8.

(7) Members' attendance, discussions and voting for resolutions on agenda topics are to be documented in minutes and must be kept in the Organisation's internal records for the duration of the Organisation's lifetime.

(8) The General Assembly is to appoint a Secretary to document the minutes of an Annual or Extraordinary General Assembly at the beginning of the meeting. The appointment of the Secretary must be resolved through a simple majority from the General Assembly at the start of the meeting, where alternative Secretarial candidates may also be proposed and voted for. Following the conclusion of the meeting, the minutes must be signed by the Chairperson, Secretary, and two examiners of the meeting minutes (appointed by the Chairperson at the start of General Assembly meeting and voted through a resolution by the members present) and be dispatched by the Secretary to all Members of the Organisation within 7 days.

(9) Voting anonymity for all resolutions on agenda topics is to not be documented in the meeting minutes.

§7 EXECUTIVE COMMITTEE

§7.1 Composition

(1) The Executive Committee of the Organisation (to to be referred to as the 'Board' in these Statutes) shall consist of the President, the Vice-President, the Chief Financial Officer (CFO) and a maximum of four other Members.

(2) The Board may only be composed of Members of the Organisation.

(3) Board Members can only be elected during Annual General Assemblies. They are to communicate their desire to be elected to the Board within at least 14 days of the Annual General Assembly by correspondence in text form to the incumbent President or may be invited by the President to contest a Board vacancy within at least 14 days of the Annual General Assembly.

(4) The term of office of any Board Member is one financial year. Board Members can be reelected for successive terms in office at Annual General Assemblies.

(5) Board members may contest reelections until their Membership of the Organisation ends, as per §4.5.

(6) The term of office of the President is one financial year. The President can only be re-elected for another term in office on one occasion at an Annual General Assembly. The President may serve their 2 terms in office non-consecutively. Once the President completes their second and final term, they must depart the Board. The former President may wish to retain their Membership of the Organisation in another role until their Membership ends, as per §4.5.

(7) If a Board Member will not be contesting re-election at the next Annual General Assembly, they are to inform the President of their decision within at least 28 days of an Annual General Assembly so that the Board may pursue replacement Board Members.

(8) If a Board Member resigns or has their membership terminated during their term of office, the Board will not seek a permanent replacement until the next Annual General Assembly. The Board will supplement itself until a permanent replacement is found.

(9) If the President resigns, is excluded, or has their membership terminated during their term in office, the Vice-President or any other Board Member (in the case of the Vice-President's absence) assigned through a majority Board decision will assume an acting Presidency role until the next Annual General Assembly, where they may be elected to office on a permanent basis. The term of the new President is not backdated from when they assumed their interim role.

(10) If the Vice-President resigns, is excluded, or has their membership terminated during their term in office, the President will request another Board Member or any other Organisation Member to occupy an acting Vice-Presidency role until the next Annual General Assembly, where they may be elected to office on a permanent basis. The President must seek a majority Board decision prior to appointing the acting Vice-President. The term of the new Vice-President is not backdated from when they assumed their interim role.

(11) If the CFO resigns, is excluded, or has their membership terminated during their term in office, the President will request another Board Member or any other Organisation Member to occupy an acting CFO role until the next Annual General Assembly, where they may be elected to office on a permanent basis. The President must seek a majority Board decision prior to appointing the acting CFO. The term of the new CFO is not backdated from when they assumed their interim role.

(12) Any other Member of the Board may be excluded from the Board at any time. This decision must be reached unanimously by the rest of the Board. The Board will not seek a permanent replacement until the next Annual General Assembly. The Board will supplement itself until a permanent replacement is found. The excluded Board Member may wish to retain their Membership of the Organisation in another role until their Membership ends, as per §4.5.

§7.2 Competencies

- (1) The Board has all competencies that are not transferred to another body by law or according to these Statutes.
- (2) The Board, in particular the President, is to ensure that the Statutes are being implemented for all matters relevant to the Organisation.
- (3) The Board, in particular the President, has the obligation of ensuring that the Purpose of the Organisation outlined in these Statutes is being maintained.
- (4) The Board, in particular the President, is to maintain the non-profit status of the Organisation.
- (5) The Board, in particular the President, is to ensure that resolutions adopted during Annual or Extraordinary General Assemblies are implemented.
- (6) The Board must be aware of the financial regulations that govern the Organisation. The CFO is to monitor compliance with these financial regulations, perform up-to-date bookkeeping and prepare annual financial statements with all the income and expenses of the Organisation.
- (7) As the Organisation's financial year is identical with the calendar year, the annual accounts are to be closed on December 31st every year and an inventory is to be drawn up by the CFO.
- (8) The President represents the Organisation in all legal matters. The President may assign legal powers to any Board member by correspondence in text form.
- (9) The Organisation is legally bound by the signature of the President or any Board member assigned by the President.
- (10) The Board may create, maintain and exclude any Local and International Teams that represent the Organisation in its Purpose.

§8 DISSOLUTION OF THE ORGANISATION

- (1) If the resolution for the Dissolution of the Organisation has been approved, as per (6) of §6.6, the Board shall carry out the liquidation of the Organisation and oversee the preparation of a report and a final account for the attention of the Organisation's members.
- (2) The Board shall appoint one or more liquidators, who shall be entrusted with the liquidation of the association's assets and shall receive powers to do so.
- (3) The Organisation's liquidator(s) shall transfer the remaining available assets of the Organisation to a non-profit organisation pursuing aims similar to those of the Organisation

and, likewise, benefit from tax exemption. The selection of the non-profit organisation to receive the donation is at the discretion of the Board.

(4) Only the Organisation's assets are liable for the Organisation's liabilities. Personal liabilities of the Members are to be excluded.

(5) Under no circumstances should the assets be returned to any current or former Member of the Organisation, nor should they be used in part or totally in benefit for any current or former Member of the Organisation.

§9 DATA PROTECTION

(1) The Organisation's Privacy Policy for Data Protection is available on the Organisation's website.

(2) The Organisation requires that natural persons requesting Membership will confirm that they have read and understood The Organisation's Privacy Policy for Data Protection before submitting their Membership request.

§10 ENTRY INTO FORCE

(1) These Statutes were adopted on 23rd February, 2025 and came into force immediately.

(2) These Statutes will be made publicly available on the Organisation's website.

A handwritten signature in black ink, featuring a large capital 'E' followed by a stylized, cursive name.

President of YES-Europe