

STATUTES



**Following 38th General Assembly &
Extraordinary General Assembly
Tuesday 19th November 2024
Cape Town, South Africa**

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Article 1 – Name

The world grouping of associations, organisations and companies involved in the Liquid Gas¹ industry, that abide by the statutes shall be called "World Liquid Gas Association" (WLGA). This Association abides by the French law of July 1, 1901 and by the decree of August 16, 1901 and is set up for an unlimited period of time.

Article 2 – Mission

As the authoritative, global voice for Liquid Gas, the World Liquid Gas Association promotes the use of Liquid Gas worldwide to foster a safer, cleaner, healthier and more prosperous world.

The mission of the World Liquid Gas Association is to:

- Demonstrate the benefits of Liquid Gas and inform, educate and influence all stakeholders
- Support the development of Liquid Gas markets
- Promote compliance with standards, good safety and professional practices (with exclusion of commercial policy practices of the members)
- Identify innovation and facilitate knowledge transfer

Article 3 – Head office

The Head office is located at 182, Ave. Charles De Gaulle, 92200, Neuilly-Sur-Seine, France. It may be moved by simple majority of the Board of Directors within the Seine and neighbouring French departments. Outside these departments any move shall be subject to the approval of the General Assembly.

Article 4 – Organisation

a - The organisation of the World Liquid Gas Association shall comprise the General Assembly, the Board of Directors, the Industry Council and the Executive Committee.

b - For operational purposes the world shall be divided into four geographical areas:

- The Americas
- Europe
- The Middle East and Africa
- Asia - Pacific

Article 5 – Membership

a - Any association, company or individual involved in the Liquid Gas Industry may apply for membership in the WLGA. A member may also apply for membership in the Industry Council.

b - Members shall be admitted by the Board of Directors. Membership in the WLGA may not be refused without objective and justified reasons. The General Assembly shall be kept informed.

c - Membership in a member association, company or organisation does not imply membership in the WLGA.

d - Members may be admitted into one of the following membership categories:

- Multinational Company Member for companies having operations or subsidiaries in more than one continent.
- "A" category Corporate Member for Liquid Gas producing, distributing and/or marketing companies with an annual traded volume of greater than 700,000 metric tonnes per annum.
- "B" category Corporate Member for Liquid Gas producing, distributing and/or marketing companies with an annual traded volume of less than 700,000 metric tonnes per annum.
- "C" category Corporate Member for all companies engaged in the Liquid Gas industry but not involved with producing, trading or marketing Liquid Gas and not included as Category D members
- "D" category Corporate Member for Liquid Gas appliance manufacturers, where an appliance is defined as equipment that uses/consumes Liquid Gas to perform a specific function.
- Association Member for not-for-profit Liquid Gas trade associations.
- Observer Category for non-profit organisations that do not operate in the Liquid Gas sector but who are deemed to be relevant stakeholders. Applicants for Observer status must adhere to the specific terms of this membership category as described in Appendix B, which may subsequently be modified from time to time by the General Assembly as necessary.

e - *Admission as a member shall be subject to the signed agreement to adhere to the WLGA Code of Conduct (which may be revised by the WLGA Industry Council from time to time), payment of the corresponding membership fee which shall be determined by the General Assembly from time to time. Membership fees invoices issued are payable upon reception of invoice. If payment is not received by the due date, WLGA will be automatically entitled without notice and in accordance with the provisions of article L441-6 of the Commercial Code to a late payment penalty amounting to three (3) times the legal rate applicable as of the date of the invoice, with a minimum of 200 euros per unpaid invoice as penalty clause. Such interest will apply from the due date until payment has been received in full and will be invoiced quarterly. Furthermore, and according to compulsory French law provisions, WLGA will be entitled to charge a collection fee of 40 euros per invoice unpaid as of the due date"*

f - Membership renews automatically each year unless cancelled by resignation or otherwise revoked by the Board of Directors (see article 5h).

¹ Liquid Gas: low-pressure liquefied gas, from either fossil, non-fossil and/or renewable or recycled sources, composed of propane and/or butane or mixtures of the two, which can also include DME, (UN 1033), as well as one or more other light hydrocarbons such as propene (propylene), isobutane, isobutylene, butene (butylene) which are assigned to UN Nos. 1011, 1012, 1055, 1075, 1965, 1969 or 1978 with traces of other hydrocarbon gases.

- g- A member may resign from membership by letter of resignation addressed to the President. Resignations must be submitted in advance and received by WLGA no later than December 1st to take effect the following year. Resignations submitted during a calendar year shall not exempt one from paying the membership fee for that year and / or for the previous years when unpaid.
- h- A member may be expelled from membership by the Board of Directors (keeping the General Assembly informed) for failure to pay the membership fee or for failure to support the Mission of the WLGA (hereafter the "Breach") subject to the member's right to offer an explanation to the Board of Directors. Such expulsion will be effective one month after a formal notice to remedy the Breach is sent by registered post or any other written means with proof of receipts and the Breach is not remedied within that month. Said expulsion shall be without prejudice to any damages, which may be claimed from the defaulting member.

Article 6 – The General Assembly

- a - The General Assembly of the WLGA shall consist of its members retaining voting rights. Each member shall be represented by one accredited person who shall have one vote, with the exception of Observer members who are not eligible to vote.
- b – The General Assembly shall meet at least once a year. The members shall be convened at least fifteen days in advance and be informed of the date, time, place of meeting and agenda. The President presides, assisted by the Board of Directors and reports on the activities of the WLGA. The Treasurer reports on the financial situation of the WLGA. Following this, new Board members may be elected if proposed.
- c - Members may participate in the General Assembly (i) through their effective presence at the meeting, (ii) by videoconference, provided that the means used meet the technical characteristics guaranteeing effective participation in the meeting, the deliberations of which shall be retransmitted continuously and (iii) through the return by any means (simple letter, fax or e-mail), to the President of a voting form, at the latest on the date set by the author of the consultation for the collective decision, duly completed and signed by the member. The counting of the quorum and of the votes cast by this last means as well as the procedure to follow to complete the voting form is carried out according to the rules as those set out for in provision d) below. Members may vote by any means of telecommunication including the Internet under the conditions provided for by the regulations applicable at the time of its use. In the case of remote voting by means of an electronic voting form or a proxy vote given by electronic signature, this is exercised under the conditions provided for by the regulations in force, either in the form of a secure electronic signature or in the form of a reliable identification process guaranteeing its link with the act to which it is attached. The vote transmitted by each member is final. In the event of a dispute as to the validity of the proxy given, the burden of proof shall be on the party claiming that the proxy is irregular.
- d - Member's representation at meetings of the General Assembly may be by proxy provided the proxy is another member and the proxy form reaches the Secretariat before the latest date set by the secretariat. Accredited representatives of the members can take a maximum of five proxies. Any member who casts an abstention vote on a resolution shall be deemed to have abstained on the vote on said proposed resolution. Any member who has not responded within the above time limit or who fails to indicate a vote on a resolution shall be deemed to be absent for the purposes of voting on the resolution in question; his or her votes shall not be taken into account for the purposes of calculating the quorum and the majority for the vote on that same resolution.
- e - The General Assembly shall elect from amongst its members a President, a First Vice-President, three other Vice-Presidents and a Treasurer for three year terms. Elections will be held at the completion of each respective three-year term. The President shall be entitled to serve only one term of three years. However, on an exceptional basis, the General Assembly can decide to extend for one more year the term of the President after his third year in office. This decision shall be taken by simple majority of votes as prescribed under Article 6.f.
- f - The General Assembly shall be solely responsible for the conduct of the affairs of the WLGA but the WLGA's on-going business shall be managed by the Executive Committee of the Industry Council according to the directives of the General Assembly and of the Board.
- g - Deliberation of the General Assembly shall be valid if 50% of members with voting rights are present or represented by proxy. The decisions shall be taken by simple majority of the votes.
- h - If the quorum as defined in article 6g is not reached the President shall convene within three months another General Assembly on the same matters for which no quorum shall be necessary.
- i- Regardless of the holding of the regular annual general meeting, certain situations may lead to obtaining the agreement of the members without waiting for the next annual meeting. In this case, the members will be able to make the required decisions through a written consultation. In the case of such written consultation, the President shall send to each member, by fax or e-mail, the text of the proposed resolutions accompanied by a ballot paper as well as the documents necessary for the information of the members. The members have a period defined by the author of the written consultation from the receipt of this consultation to complete and transmit, by any means of written communication including by e-mail or fax to the author of the consultation, the ballot, dated and signed, by ticking, for each resolution, a single box corresponding to the meaning of their vote. If none or more than one box has been ticked for the same resolution, the vote will be deemed to be an abstention vote. Any member who fails to respond within the above time period shall be deemed to have abstained.

Article 7 – Extraordinary General Assembly

- a - The President, or if at least one quarter of all members with voting rights so request in writing to the President, may convene an Extraordinary General Assembly following the procedure as defined per articles 6b and 6c.
- b - Deliberation of the Extraordinary General Assembly shall be valid if 50% of the members with voting rights are present or represented by proxy. The decisions shall be taken by two third majority of the votes.
- c - If the quorum as defined in article 7b is not reached, the President shall convene within three months another Extraordinary General Assembly on the same matters for which no quorum shall be necessary.

Article 8 – The Board of Directors

- a - The Board of Directors shall be composed of the President, the First Vice-President, three other Vice-Presidents, the Treasurer and between one and five other Board Directors. The Board composition should be representative of the business activities of members and geographic diversity of members but may only consist of members with voting rights. Total consecutive time on the Board shall not exceed six years unless a term as President carries the Director beyond this allotted time. After one year off the Board a person may be re-elected as Board Director.
- b - The Board of Directors shall meet at least twice a year but shall also meet whenever the President thinks fit or whenever three Board Directors so request in writing to the President.
- c - *The Board of Directors shall have power to: Agree the budget and approve the accounts for formal approval and ratification by the General Assembly; Recruit / dismiss the Managing Director; Delegate power to the Managing Director to recruit / dismiss Association staff, to admit new members, while keeping the Board suitably informed, as well as any other purpose that the Board of Directors deems useful or necessary to delegate to the Managing Director; Approve nominations to the Industry Council; Revoke membership of any member or Industry Council member for inappropriate conduct (see article 5.h).*
- d - All decisions of the Board shall be by simple majority of the Directors present in person or represented by proxy. The President shall have a casting vote. Board Directors unable to attend a meeting may give their proxy only to another Board Director attending.
- e - Board Directors must attend at least 50% of the Board meetings in any case or resign from the Board unless a valid reason for non-attendance is accepted by the other Board Directors.
- f - Board Directors are not required to be members of the Industry Council.

Article 9 – Industry Council

- a - The Industry Council shall adhere to the mission of the WLGA. It shall be composed of members with voting rights who are admitted to the Industry Council, having been approved by the Board of Directors and having paid the corresponding membership fee.
- b. The President is *ex officio* the Chairman of the Industry Council, all other members of the Industry Council must fulfil the various conditions established in 9a.
- c - Industry Council membership shall be limited to senior management representatives of member companies.
- d – The Industry Council will be responsible for defining the strategic direction of the Association including steering programme areas and agreeing the location of the annual forum.
- e – The Industry Council will agree performance measurement criteria for the Association in conjunction with the Managing Director. The Industry Council will agree the Association budget in conjunction with the Managing Director for presentation to the Board of Directors. The Industry Council will guide and evaluate the performance of the Managing Director.
- f – The Industry Council will support the Managing Director in recruiting new members and Industry Council members.
- g – The Industry Council will be able to delegate decision making to an Executive Committee.
- h – The Executive Committee shall consist of the President, the First Vice-President and at least two Vice-Presidents.
- i – The Executive Committee shall meet at regular intervals between Industry Council meetings or whenever the President thinks fit.
- j - All questions relative to the conduct of the on-going business and workings of the WLGA such as the appointment of task forces, committees to consider issues of specific interest to the WLGA and the guidance of the Managing Director shall be decided by the Executive Committee within the framework approved by the Industry Council.

Article 10 – The President

- a - The President of the WLGA shall also be the Chairman of the Industry Council and shall undertake the general direction of the WLGA within the framework of decisions taken by the General Assembly.
- b - The President or his appointed delegate shall represent the WLGA in relations with third parties and all national and international bodies. The President shall represent the WLGA in legal proceedings unless a special delegation otherwise is made by the Board in this regard.

Article 11 – The Vice-Presidents

Where the President is not available or is indisposed the First Vice-President shall have the same powers as the President and this can remain, if required, until the next General Assembly which may then elect a new President and a new First Vice- President.

Article 12 – The Treasurer

The Treasurer shall be responsible for the financial reporting and auditing of the WLGA annual budget and accounts for presentation to the Board of Directors and to the General Assembly.

Article 13 – Languages

English shall be used at WLGA international congresses. Other languages may be used in international congresses at the Industry Council's decision.

Article 14– Resources

- a - Funds for operation of the WLGA and of the Industry Council respectively shall be provided mainly from the annual fees of members.
- b –A reserve of Three Hundred Thousand Euros is blocked and can only be resorted to by the Association to cover: 1) cost and indemnities due to the dissolution of the Association, 2) costs related to a court case
- c - In case of partial or total utilisation, the reserve will be reconstituted as soon as possible through the deferral of non- essential costs. The amount of Three Hundred Thousand Euros can also be re-evaluated and changed over time, subject to approval by the General Assembly.
- d – An additional Special Reserve Fund of One Hundred Thousand Euros shall be blocked in order to cover any potential deferral of the payment of general operating expenses from the World Liquid Gas Communications SARL. Should the Special Reserve Fund be less than one hundred thousand euros at the end of the year, it shall be reconstituted at an amount of twenty five thousand euros per year. The Special Reserve Fund may be utilised at the discretion of the Board.

Article 15 – Statutes

Only the Extraordinary General Assembly shall decide on the amendments of the WLGA statutes.

Article 16 – Dissolution

Only the General Assembly shall decide on the dissolution of the WLGA and the terms of such dissolution.

Article 17 – By Laws

The Board of Directors shall establish by-laws as appropriate setting out the operating procedures of the WLGA. Such by laws and any modifications thereto shall be ratified by the General Assembly.

Article 18 – Compliance with Laws and Regulations

It is the policy and intent of the WLGA to operate at all times in strict compliance with applicable competition, antitrust laws and regulations including all such laws and regulations as the Board of Directors, with the advice of legal counsel shall deem applicable. Accordingly, the WLGA adopts the Competition and Antitrust Guidelines attached as Appendix A hereto, which may subsequently be modified by the General Assembly as necessary.

Article 19 – Anti-bribery

Each member undertakes to, in their dealings with WLGA, and WLGA represents and warrants that its employees, officers, authorised representatives and independent consultants and professional advisors in their dealings with and on behalf of the WLGA, will undertake to comply with all applicable anti-bribery laws (including the United States Foreign Corrupt Practices Act of 1977, the United Kingdom Bribery Act of 2010 and all other applicable national, regional, provincial or local laws or regulations that prohibit the bribery of, or the providing of unlawful gratuities, facilitation payments or other bribery to, any government official or any other person.

Article 20 – Enforceable Law – Jurisdiction Area Clause

The WLGA statutes will be governed by and construed in accordance with the laws of France without regard to any conflict of laws rule or principle which might refer the governance or construction of the WLGA statutes to the laws of another jurisdiction. Subject to the provisions set forth in the WLGA statutes for the severability and reformation of any invalid or unenforceable provisions, the WLGA statutes will at all times and in all events, be construed as a whole, according to its fair meaning, and not strictly for or against any member.

Litigations between Members of the Association or between one or several members which could result from or be a consequence of the present Statutes and/or the by-laws, and which could not find an amicable solution, shall be to the exclusive jurisdiction of the Courts of Paris, and all parties hereby irrevocably attorn to the jurisdiction of such Courts for such purpose

Appendix A to WLGA Statutes

WORLD LIQUID GAS ASSOCIATION COMPETITION AND ANTITRUST GUIDELINES

The World Liquid Gas Association ("WLGA") is a trade association composed of persons and companies interested in the promotion of Liquid Gas use as a clean, all purpose and efficient source of energy worldwide. The WLGA is publishing these Competition and Antitrust Guidelines ("Guidelines") to ensure that its meetings, activities and discussions will be conducted in strict compliance with applicable competition and antitrust laws. As a precondition for attendance at regular and special meetings of the WLGA, WLGA committees, the WLGA General Assembly; the WLGA Executive Committee, the WLGA Board of Directors and the WLGA Industry Council and for participation in all other WLGA activities (sometimes referred to below collectively as "WLGAMeetings"), members of the WLGA shall adhere to these Guidelines and will strictly comply with the below rules and avoid any behaviour that might be misconstrued by others as violating these rules.

1. Statement of Policy

The WLGA exists to provide a forum to foster, on a legally permissible basis, the growth of global Liquid Gas usage through leadership of the Liquid Gas industry worldwide. It is the policy and intent of The WLGA to operate at all times in strict compliance with applicable competition and antitrust laws and regulations. By its attendance at WLGA Meetings and/or participation in WLGA activities, each member is deemed to have agreed to this policy.

2. Procedural Guidelines

All business of the WLGA shall be conducted at regularly scheduled meetings of the WLGA or through the activities of duly designated committees. Informal sessions of delegates taking final action on agenda items are prohibited. All discussions or conversations of WLGA Meeting participants, including during breaks or at scheduled or non-scheduled social activities connected with WLGA Meetings, must follow these Guidelines.

WLGA Meetings shall be conducted only in accordance with written agendas. Such written agendas shall be reviewed in advance to assure that the agenda items are in compliance with these Guidelines. Agendas will be distributed in advance of meetings. Any document presented at the time of a meeting shall be similarly reviewed for compliance with these Guidelines before it is distributed. Each meeting shall be preceded by a reminder of WLGA anti-trust guidelines.

Each member may be permitted to be accompanied at any meeting by a lawyer of its choice.

Detailed minutes of each meeting shall be kept, including indications of a member absenting him/herself from the meeting for a particular agenda item.

Terms of reference for or work assignments to committees shall be in writing. Committee meetings shall be conducted pursuant to written agendas and these agendas as well as detailed minutes of any committee meetings and any committee reports, recommendations, or other work product shall be submitted to the WLGA and reviewed for compliance with these Guidelines. Membership in the WLGA is open to any individual or company that is involved in the Liquid Gas industry or interested in the Liquid Gas industry.

If at any time, any participant is concerned that discussions may raise antitrust concerns or be misconstrued as raising such concerns, participants shall cease those discussions and allow time for them to consult with legal counsel. Meetings' minutes must indicate that such concerns were raised and that discussions were suspended until clearance by legal counsel.

Every document and record (including drafts, e-mails, videotapes, oral message, etc.) should be prepared with the thought that it might someday be produced in litigation. Thus, care should be taken to ensure that they do not create the false impression that improper coordination has taken place or that information exchanges have gone beyond what is appropriate. All documents and records must use clear, simple and accurate language.

3. Prohibited Agreements and Activities

Participants must not agree, in writing or orally, expressly or implicitly, formally or informally, and the WLGA shall not be used as a means to, coordinate their commercial and industrial policy, and in particular to, directly or indirectly:

- a) Set or coordinate the price to be paid by them for Liquid Gas or the terms and conditions on which Liquid Gas will be bought or sold (discounts, purchase or sale terms, margins purchase or production volumes, capacity reductions or increase, deliveries, orders etc.) except for bilateral agreements in the capacity of supplier and customer. The WLGA may draft model contract provisions as an assistance to members, however, the members shall not be required to adhere to such model provisions and shall be free to use or modify them as each member sees fit.
- b) Actions likely to harm any participant in the markets for Liquid Gas, including without limitation agreements with the intent or effect of excluding any party from access to delivery opportunities or markets.
- c) The allocation of any market, territory, customer or supplier, or groups thereof.
- d) Boycott, refuse to deal with a person or an entity.
- e) Discuss or exchange information concerning potentially antitrust-sensitive topics, including any terms that might affect prices.
- f) More generally, discuss topics that fall outside of the object or that are not related to the purposes of the WLGA.

In addition, unless expressly approved by legal counsel for the WLGA, discussions or disclosures of the following types of information are PROHIBITED at WLGA Meetings, except where such information has otherwise previously been made public:

- g) Individual member prices or other terms of sale or purchase;
- h) Individual member price differentials, price mark-ups, discounts, allowances or credit terms;
- i) Individual member production output or capacity, utilisation rates, production schedules, inventory levels;
- j) The prices, terms and conditions contained or to be contained in any individual arrangement for the sale, purchase or delivery of Liquid Gas to or by any member;
- k) The identity of the persons or entities with whom they have commercial relationships (customers, suppliers, intermediaries) and the terms of such relationships;
- l) The intentions of any member with regard to the purchase or delivery of Liquid Gas to or from any customer;
- m) Their strategy and business plan;
- n) Any other non-public commercially sensitive information or other information that would enable competitors to make forecasts of each other's market behaviour;
- o) Individual company costs of production, delivery, distribution or operation, cost accounting formulas or methods of computing costs;
 - 1) Individual company figures on sources of supply; production, inventories, sales or capacity;
 - 2) Information as to future plans of individual or entity concerning:
 - (i) the price, marketing, purchase, sale, delivery or production of Liquid Gas;
 - (ii) entering into or withdrawing from Liquid Gas activities in any geographic market or delivery area;
 - (iii) the introduction or deployment of new technology;

4. Statistical surveys – benchmarks

Recognizing that the existence of an unlawful agreement or concerted practice may be inferred from circumstances, including information exchanges, any WLGA sponsored or assisted statistical program or information exchange may only be undertaken after review and approval by legal counsel for the WLGA and generally the following conditions must be satisfied:

- a) Data must be collected through written submissions and managed by a third, independent party e.g. a third-party consultant.
- b) Data must be historical (at least 12 months years old);
- c) Data must be collected from at least five parties, none of which representing more than 25% of the data collected;
- d) The publication of any data must be sufficiently aggregated such that no individual company's data can be identified and that the participants may not forecast the future behavior of their competitors;
- e) After each benchmark, the participants undertake not to organize any meeting for the purpose of commenting the results. Each participant will draw its conclusion individually from the aggregated data published;
- f) The participants must ensure that the data collected for the purpose of the benchmark may not be used for another benchmarking exercise without their prior written consent.

5. Generally admissible topics

Provided that it does not involve exchanges of commercially sensitive information as listed above under point 3, it is generally permissible to discuss the following topics:

- a) Non-strategic technology and science topics (HSE, technology trends in the sector);
- b) Information regarding general organization of the parties' operations, management and personnel (excluding salaries, wages and benefits);
- c) Information in the public domain and easily accessible (e.g. indices);
- d) Administrative or regulation topics (tax, law), lobbying, institutional relations, social responsibility.

6. Recommended industry standards

In the event the works of the WLGA lead to the formulation of recommended industry standards, the latter must be:

- a) Non-binding suggestions only, with no sanctions imposed in case of non-compliance with or failure to adopt the proposed standards. Participants must remain free to use or not to use the suggested standards;
- b) Fair and equitable, in the interest of the final customers rather than any narrow or partisan interests of the participants;
- c) Adopted only after a full opportunity to comment on the proposed standards has been afforded to all interested persons.

Appendix B to WLGA Statutes

WORLD LIQUID GAS ASSOCIATION TERMS OF OBSERVER CATEGORY MEMBERSHIP

Observer member requirements

Upon written application, WLGA may provide observer member status for non-profit entities, government representatives or other non-governmental organisations entities that are not eligible for full membership according to Article 5.a. of the WLGA Statutes i.e. for entities that do not fulfil the requirement of being *“an association, company or individual involved in the Liquid Gas Industry”*. Applications for Observer member status will be subject to the approval of the WLGA Board.

Observer member benefits

Observer members will be entitled to all WLGA membership benefits with the following exceptions:

- Observer members have no voting rights in the WLGA General or Extraordinary Assembly
- Observer members are not entitled to apply for membership of the Industry Council
- Observer members are not entitled to be represented on the Board of Directors

Observer member status is granted free of charge on a yearly basis and is automatically renewed unless revoked by WLGA in the event of failure to comply with WLGA statutes or for other reasons at the discretion of the WLGA.