

LISBOA E-NOVA
LISBON ENERGY AND ENVIRONMENT AGENCY
STATUTES

CHAPTER I
GENERAL PROVISIONS

ARTICLE 1
Name, Nature and Duration

1. The Association adopts the name “Lisboa E-Nova – Lisbon Energy and Environment Agency”, is a legal person governed by private law and is governed by these Statutes and, in alternative, by the norms of private law applicable to non-profit organisations.----
2. The Association is established for an indefinite period of time.-----

ARTICLE 2
Registered Office

1. The Association has its headquarters at Rua dos Fanqueiros, nº38, 1º andar, Lisbon, and may, by decision of the Board of Administration set up other branches either in Portugal or abroad.-----

ARTICLE 3
Purposes of the Association

1. The Association has the purpose of promoting the sustainable development of the city of Lisbon and its metropolitan area, by improving energetic efficiency, utilizing endogenous resources and environmental management.-----
2. The geographic scope of intervention of the Association is the metropolitan area of Lisbon, and its activity may, by decision of General Assembly, extend to other geographical areas, namely Portuguese-speaking countries.-----

ARTICLE 4
Main Activities

1. In order to fulfil its aims, the Association is responsible for the following activities:-----
 - a) Promote, collaborate with and develop the definition, application and development of energy-environmental strategies and indicators with Lisbon City Council and other Municipalities that may fall within the scope of the activities of the Association, creating priorities and targets to be taken into consideration in planning instruments;-----
 - b) Foster cooperative relationships between public and private organizations within its scope of activity, with a view to harnessing all the potential for technical and economic development in the energy and environmental sector;-----

- c) Promote the combination and coordination of efforts of various public bodies and private entities involved in implementing the policy of rational usage of energy and the valorisation of renewable energies;-----
 - d) Support and advise economic agents regarding energy and environmental issues, with a view to using methodologies, systems, and technologies compatible with sustainable development;-----
 - e) Propose, carry out or collaborate in conducting diagnostic actions, surveys, investment projects, technical and economic studies within the areas of energy efficiency and renewable energy, as well as their promotion among potential users;-----
 - f) Develop and intensify relationships with departments, institutes, national and international entities, for the exchange of knowledge and experience within the field of its activity;-----
 - g) Prepare and disseminate technical, economic, and financial information to energy consumers, promote and participate in training activities;-----
 - h) Provide direct support to energy consumers, particularly with regard to solving problems of a technical and technological nature, and supporting investment decisions;-----
 - i) Cooperate in standardisation studies or elaborate technical specifications and installation rules, as well as the conditions for their application; -----
 - j) Provide initial and continuous training for experts in the fields related to its activity;-----
 - k) Support waste management with a view to its recovery.-----
 - l) Encourage the efficient usage of water in its various aspects;-----
 - m) Carry out, promote and support research and technological development (R&D) activities;-----
- 2.** Within the scope of its activities, the Association may take on the realisation of specific undertakings, autonomously or in cooperation with other entities, and under conditions to be agreed upon.-----
- 3.** The Association may articulate its activity with similar institutions, and may join organisations at a municipal, regional, national, or international level in this field.-----

CHAPTER II MEMBERS

ARTICLE 5 Members

- 1.** Members of Lisboa E-Nova may be legal persons interested in pursuing the aims of the Association, who are admitted to the General Assembly and simultaneously express their adherence to the Statutes of the Association.-----
- 2.** Lisboa E-Nova members are divided into two types: founders and ordinary members.-----
- 3.** Founding members are the entities which signed the Association founding contract in that capacity.-----
- 4.** Ordinary members are legal persons who propose to contribute to the accomplishment of the objectives of the Association and are admitted to the General Assembly, following a written proposal from the Board of Administration.-----

ARTICLE 6

General Rights of Members

1. The right of the founding and ordinary rights are:-----
 - a) Participate and vote in General Assemblies;-----
 - b) Request the convening of extraordinary General Assemblies under the terms of these Statutes and of the Law;-----
 - c) Examine the accounts, documents and other elements related to the activities of the Association, within the eight days prior to the General Assemblies;-----
 - d) Elect and be elected to the governing bodies and propose the admission of new members;-----
 - e) To have priority over third parties in the preparation of work carried out by the Association and benefit from discounts on this work;-----
 - f) To be informed of the results achieved in the technical and scientific field that are not strictly confidential.-----
2. Benefits, particularly discounts for members on work carried out by the Association, will take into account the value of the participation in the nominal associative assets, as decided by the Board of Administration.-----

ARTICLE 7

Duties of Members

1. Founding and ordinary members have the following duties:-----
 - a) Abide by their obligations under the statute articles and regulations, as well as the resolutions of the governing bodies;-----
 - b) Hold office on the governing bodies to which they are elected or appointed;-----
 - c) Give preference whenever possible to the Association in the provision of services which fall within the scope of its activity;-----
 - d) Pay the membership fees and dues established by the General Assembly;-----
 - e) Collaborate in the Association activities and contribute to the achievement of its statutory purposes, namely by disseminating concepts and good practices in the planning, management, construction, and sustainable mobility of urban centres, as well as participating in specific projects.-----
2. The provisions in point d) of the previous paragraph do not apply to Founding Member for whom the obligation to pay membership fees has not been established, as well as to higher education institutions and/or scientific research institutions and their organisational units.-----

ARTICLE 8

Loss of membership

1. Membership will be cancelled to those who:-----
 - a) Request to be disassociated by notification in writing to the Board of Administration;-----
 - b) Fall into arrears, for a period of more than one year, with the payment of the membership fees established by the General Assembly;-----
 - c) Fail to fulfil their statutory obligations and regulations or act against the interests of the Association.-----
2. The loss of membership, whether founding or ordinary, for the reasons set out in subparagraphs b) and c) of the previous paragraph, is decided by the General Assembly, on a proposal from the Board of Administration.-----

ARTICLE 9

Co-operating Entities

1. Public or private organisations in the public interest may be admitted as Co-operating Entities of the Association if they express interest in pursuing the aims of the association and carry out activities of particular technical, scientific or social relevance, namely in the field of energy and the environment.-----
2. It is the responsibility of the General Assembly to deliberate on the admission and loss of Co-operating Entity status, on a proposal from the Board of Directors.-----
3. The Co-operating Entities may, without voting rights, attend and participate in General Assemblies, presenting motions and recommendations.-----

CHAPTER III GOVERNING BODIES

ARTICLE 10

Governing Bodies

1. The governing bodies of the Association are the General Assembly, the Board of Administration and the Fiscal Council.-----
2. An Advisory Council may be set up by decision of the Board of Administration.-----

ARTICLE 11

General Assembly

1. The General Assembly is composed of the Founding and Ordinary members in full possession of their associative rights and its decisions are sovereign, subject to the mandatory legal provisions and stipulations of the Statutes of the Association.-----
2. General Assembly meetings are conducted by a board formed by a chairperson, a 1st Secretary, and a 2nd Secretary.-----
3. The Mayor of Lisbon City Council is inherently the chairperson of the General Assembly and may be replaced by someone authorized or delegated to do so.-----
4. The Chairperson of the board is responsible for convening the ordinary General Assembly, as well as the extraordinary General Assembly, on his/ her own initiative or at the request of any founding member, the Board of Administration, the Fiscal Council or one third of the ordinary members.-----
5. The other members of the General Assembly board are elected by the General Assembly itself, under proposal from the Chairperson for three-year terms.-----
6. The 1st Secretary is responsible for assisting the Chairperson and standing in for the Chairperson's absences or impediments.-----
7. It is the 2nd Secretary's responsibility to stand in for the 1st Secretary in their absence or impediment and to draw up the minutes of the session.-----
8. If the 2nd Secretary is absent or unable to attend, he or she shall be replaced by a member of the General Assembly for this purpose.-----

ARTICLE 12

Convening of the General Assembly

1. The General Assembly shall meet in ordinary session twice a year, the first meeting being held by 31 March of each year, to discuss and vote on the annual report and accounts drawn up by the Board of Administration and the respective opinion of the Fiscal Council for the previous year, and the second meeting by the end of each financial year to discuss and vote on the plan of activities and budget for the following year.-----
2. Meetings of the General Assembly shall be convened at least 15 days prior to the date set for the meeting, by sending registered letters or electronic email to members who expressly agree to be notified by this means.-----

ARTICLE 13

Resolutions of the General Assembly

1. Decisions of the General Assembly, to be recorded in the minutes, shall be taken by an absolute majority of the votes cast, except in cases exempted by Law and the Statutes of the Association.-----
2. In the event of a tied vote, the Chairperson has the casting vote.-----
3. Each member, whether founding or ordinary, has the right to vote; there are no votes by delegation.-----

ARTICLE 14

Functioning of the General Assembly

1. The General Assembly can only deliberate on the first call with the presence of, at least, half of its members and, provided that all founding members are represented.-----
2. After half an hour, the General Assembly will deliberate on a second call, with any number of members present.-----

ARTICLE 15

Competences of the General Assembly

The General Assembly is the highest decision-making body of the Association and, has the following competences:-----

- a) Define and approve the general policy of Lisboa E-Nova;-----
- b) Elect the secretaries of the respective board, three members of the Board of Administration, under proposal from the Chairperson, and the members of the Fiscal Council, under proposal from the Board of Administration;-----
- c) Appraise and vote on the report and accounts of the Board of Administration, as well as the opinion of the Fiscal Council for the respective financial year;-----
- d) Assess and vote on annual activity and investment plans of the Association;-----
- e) Deliberate, under proposal from the Board of Administration, on the admission of new ordinary members, as well as on the amount, system and form of payment of the annual membership fees;-----
- f) Decide on the setting of the registration fee, its amount and destination;-----
- g) Decide on the loss of a founding or ordinary membership, under proposal from the Board of Administration;-----
- h) Deliberate on the admission and loss of Co-operating Entity status;-----
- i) Approve regulations and remuneration of the governing bodies, with exception to the Advisory Council;-----
- j) Decide on matters of interest to the Association, which by Law or within the statutes of the Association do not fall within the remit of the other governing bodies;-----

ARTICLE 16

Composition and Functioning of the Board of Administration

1. The Board of Administration is composed by five members, two of which, the President and the Appointed Administrator, both appointed by the Lisbon City Council.-----
2. The remaining three members, known as Board Members, which may or not be members of the Association, are elected by the General Assembly, under proposal from the President of the Board of Administration.-----
3. The Board of Administration, convened by the President, will normally meet once a month or whenever the President deems it necessary.-----
4. For the Board of Administration to meet validity, at least three members must be present, one of whom must be the President.-----
5. Decisions are made by a majority vote of the administrators present, with the President having the casting vote in the event of a tie.-----

ARTICLE 17

Competences of the Board of Administration

1. The Board of Administration is responsible for exercising the necessary competences to carry out the activities of the Association, namely:-----
 - a) Manage the assets of the Association and direct its activities, and for that purpose may hire staff, establishing the respective working conditions;-----
 - b) Sign contracts in order to fulfil the purposes of the Association;-----
 - c) Appoint proxies, who bind the Association in accordance with the length of their respective terms of office;-----
 - d) Draw up the annual plan, the annual report and accounts for the financial year, the annual investment plans, annual budgets, and other documents of similar nature that are necessary for the proper economic and financial management of the Association;-----
 - e) Decide on work to be carried out by and for third parties;-----
 - f) Establish the internal organisation, elaborate proposals for regulations to be submitted to the approval of the General Assembly;-----
 - g) Request the convening of the Extraordinary General Assembly;-----
 - h) Represent the Association in court;-----
 - i) Exercise the other competences established in the Law and the Statutes, namely the power to delegate its competences;-----
 - j) Propose to the General Assembly the admission and loss of membership of founding and ordinary members;-----
 - k) Propose to the General Assembly the admission, and loss of membership of legal entities with activities of particular technical, scientific or social relevance as co-operating entities;-----
 - l) Set up the Advisory Council, appointing its members and deciding on their remuneration and term of office.-----

ARTICLE 18

Form of obligation

1. The Association is bound by the joint signature of two members of the Board of Administration, one of whom must be the President, or the board member appointed under the terms of article 16.1.-----
2. The Board of Administration may appoint proxies to carry out certain acts of day-to-day management, in which case the Association is bound by the joint signature of a member of the Board of Administration and a proxy.-----

ARTICLE 19

Term of Office of the Board of Administration

1. The term of office of the Board of Administration is three years, except for the President and the Appointed Administrator nominated by Lisbon City Council, whose term of office ends with the municipal term of office.-----
2. If any member of the Board of Administration elected by the General Assembly vacates, their replacement will also be elected by the General Assembly and will complete the term of office of the replaced member.-----
3. The Board of Administration shall at all times ensure the fulfillment of their duties until the beginning of the new Board's term of office.-----

ARTICLE 20

Fiscal Council

1. The Fiscal Council is composed by three members elected by the General Assembly, one of whom is the Chartered Accountant, who is inherently the President.-----
2. The Fiscal Council is responsible for ensuring the compliance with the Law and the

Statutes as well as examining the economic and financial management of the Board of Administration, and presenting its annual report.-----

3. The Fiscal Council is also responsible for giving an opinion on the sale of assets that the Board of Administration may intend to make.-----

4. The Fiscal Council shall hold ordinary meetings at least once a year and extraordinary meetings whenever convened by its President.-----

5. There shall be a book of minutes to record resolutions of the Fiscal Council.-----

6. The term of office of the Fiscal Council shall be three years.-----

ARTICLE 21

Advisory Council

1. The Advisory Council is a support body for the Board of Administration;-----

2. The Advisory Council is composed by a minimum number of 3 and a maximum of 5 members, appointed by the Board of Administration, which shall also set the respective remuneration regime for all or part of its members;-----

3. The members of the Advisory Council will be chosen from the entities and specialists of recognised merit in the field of the activities of the Association;-----

4. The term of office of the Advisory Council will be established by the decision of the Board of Administration that sets it up.-----

ARTIGO 22°

Corporate Positions

The activities of members of the bodies of the Association may be carried out on a part-time basis, and their remuneration or not, and their respective amount, shall be decided by the General Assembly.-----

CHAPTER IV OPERATION

ARTICLE 23

Functioning of the Association

1. In order to ensure its normal operation, the Association may hire staff or enter into agreements with its members, so that it can be provided with the material and human resources it needs.-----

2. The Association and its members may define specific forms of collaboration in a contract.-----

ARTICLE 24

Labour Regime

Contracted staff shall be subjected to individual employment contracts, which shall take into account all existing legal provisions, as well as applicable collective agreements.---

CHAPTER V
ECONOMIC ACTIVITY
ARTICLE 25

Assets

The assets of the Association are goods, values, services and rights transferred to it or acquired by it.-----

ARTICLE 26
Income and Expenditure

1. The income of the Association includes:-----
 - a) Dues paid by members;-----
 - b) Remuneration for services rendered;-----
 - c) Financial Support from Lisbon City Council or other public or private organisations;-----
 - d) Financial Support obtained under national programmes and/ or resulting from contracts made with local, regional, national, or international bodies;-----
 - e) Subsidies, donations, or legacies it may receive in any capacity;-----
 - f) Income from deposits made, from the reserve fund or from any of its own assets;-----
 - g) Any others that are legal and in accordance with the purposes of the Association. -----
2. Lisboa E-Nova income will be used exclusively to fulfil its statutory purposes.-----
3. The expenses of the Association are those arising from the exercise of its activities, in fulfilment of the Statutes and those imposed on it by the Law.-----

ARTICLE 27
Financial Management

1. The financial management of the Association shall be governed by the principle of a balanced budget between its own income and general operating expenses, including staff, rents and other current expenses incurred in carrying out its activities.-----
2. Investments to be made must be covered by the funds from the Association activities, by financial support from members or from national or international public bodies.-----

ARTICLE 28
Reserve Fund

1. The association may set up a reserve fund to be determined, annually, by the General Assembly.-----
2. The expenditure of funds from the reserve is subject to authorisation by the General Assembly.-----

CHAPTER VI
AMENDMENT OF THE ARTICLES OF THE ASSOCIATION

ARTICLE 29
Amendment of the Articles of the Association

These Articles of the Association may only be amended at a General Assembly, convened expressly for this purpose, with the favourable vote of a three-quarters majority of the members present.-----

CHAPTER VII
DISSOLUTION AND LIQUIDATION

ARTICLE 30

Dissolution and Liquidation

1. The Association may be dissolved by General Assembly, expressly convened for this purpose, by a favourable vote of three quarters of the number of all members.-----
2. Once the association has been dissolved, the General Assembly must immediately appoint a Liquidation Committee, defining its statute.-----
3. If there are assets in the association net assets that have been donated to it at any cost, or that are assigned for a certain purpose, they shall be disposed of as established by the law in force, i.e. they shall be allocated to another legal person with the same charge or assignment, by court, at the request of the Public Prosecutor's Office, the liquidators, any member or interested party, or even the heir of the donor or the author of the testamentary bequest.-----
4. The remaining net assets, composed of assets not covered by the provisions of the previous paragraph, if any, shall be distributed to the members in accordance with and in proportion to the respective tender for goods or services for the association assets, regardless of the form or timing of such tender.-----
5. If one or more members propose to continue carrying out the activities of the Association, they shall preferably be given the movable and immovable assets, except for those covered in paragraph 3, without prejudice to the rights of the other members.--
