

## **House Rules Vertogas Participants' Council ('Regulations for Participation')**

### **Article 1** **Definitions**

Concepts that have been defined in the Participation Agreement have the meanings as defined in these House Rules, and are written with a capital initial.

### **Article 2** **Description**

- 2.1 The Participants' Council represents the interests of the Participants and can discuss issues that are of interest to the Participants.
- 2.2 The Participants' Council has an advisory role in the event that Vertogas is required to change the Participation Agreement as a consequence of changes in relevant laws and regulations and/or changes in the mandate of the Department of Economic Affairs, as described in the considerations of this Participation Agreement. If Vertogas decides not to follow the advice of the Participants' Council, Vertogas will submit a written motivation to the Participants' Council, explaining why Vertogas will not follow the advice.
- 2.3 The Participants' Council is required to endorse any proposed changes in the Participation Agreement, if these changes are not a consequence of changes in relevant laws and regulations and/or changes in the mandate of the Department of Economic Affairs, as described in the considerations of this Participation Agreement.
- 2.4 Before Vertogas decides on a change of the Participation Agreement, it will consult the Participants' Council in advance.

### **Article 3** **Appointment**

- 3.1 A member of the Participants' Council is appointed by Vertogas on the written nomination of the Participants' Council. The nomination has to be submitted to Vertogas at least one (1) week before the Fall Meeting. The appointment will come into effect from January 1 of the next year.
- 3.2 The Participants' Council is a good reflection of all the participants.
- 3.3 Vertogas will only make an appointment outside of the nominations on grounds of important considerations.
- 3.4 If the Participants' Council does not or not timely submit a nomination, Vertogas can decide to place a call on the Website, or make an appointment outside of the nominations.

- 3.5 The Participants' Council consists of at least five members and at most nine members.
- 3.6 The Participants' Council and Vertogas keep close control of the continuity of the expertise in the Participants' Council.
- 3.7 The supplement to these House Rules contains a list of the members that are on the Participants' Council on behalf of a Participant. These members can be replaced by the two persons that are listed in the third column of the supplement.
- 3.8 All members have a seat on the Participants' Council without the being bound by any instruction or a binding mandate.

#### **Article 4**

##### **Resignation**

- 4.1 A member will steps down after four year. A member will step down as of January 1. Reappointment is possible. If the appointment of new members is not provided in a timely manner, in accordance with Article 3.1, the current members will automatically be reappointed until the next Participants' Meeting.
- 4.2 The intention is that at the most three members resign per year.
- 4.3 The Participants' Council will determine a resignation timetable.
- 4.4 Membership of the Participants' Council ends:
  - a. On termination of the contractual relationship between Vertogas and the Participant on behalf of which the member has a seat on the Participants' Council;
  - b. On termination of the (employment) relationship between the member and the Participant on behalf of which the member has a seat on the Participants' Council;
  - c. If the member does not or hardly attends any meetings of the Participants' Council, or
  - d. If the Participation Agreement between Vertogas and the Participant on behalf of which the member has a seat on the Participants' Council, has been suspended for more than 30 days.
- 4.5 If membership ends in accordance with the provisions as established in Article 4.4, the provisions in Article 3 similarly apply, providing that the Participants' Council will as soon as possible, at the request of Vertogas, submit a written nomination and that the appointment of a member can take place prematurely (instead of per January 1 of the next year).

## **Article 5**

### **Chair/secretary**

- 5.1 The meeting of the Participants' Council will also be attended by one or more persons to be appointed by Vertogas. These people can participate in the deliberations; however, they do not have the right to vote. Vertogas will appoint one of these people to act as Chair.
- 5.2 The secretarial tasks will be carried out by Vertogas.

## **Article 6**

### **Meetings**

- 6.1 The Participants' Council will meet twice per calendar year: Once in spring and once in the Fall. At the start of the calendar year, Vertogas will announce the dates for the meetings for the coming year.
- 6.2 In addition, the Participants' Council will meet whenever the Chair deems necessary or a majority of the members of the Participants' Council have submitted a written request to Vertogas. In that case, Vertogas will convene an extra meeting as soon as possible.
- 6.3 The agenda will be set by Vertogas. The agenda and other documents will be sent out to the members a week before the meeting.
- 6.4 A member can submit points of order in writing or per e-mail to Vertogas.
- 6.5 At the start of the meeting, the members attending will jointly decide on the order and the content of the agenda.
- 6.6 As long as the Participation Agreement between Vertogas and Participant has been suspended, the member who has a seat on the Participants' Council on behalf of that Participant cannot attend the meetings.

## **Article 7**

### **Reporting**

- 7.1 The Chair will ensure the proceedings and resolutions are generally documented.
- 7.2 The report and the list of resolutions will be sent to the members as soon as possible after every meeting.
- 7.3 The list of resolutions and the agenda are publicly available. The report will not be made public.

## **Article 8**

### **Resolutions**

- 8.1 Each member of the Participants' Council has the right to vote, unless these House Rules stipulate otherwise.

- 8.2 All the members can vote on all matters. They can also decide to abstain. If the votes are tied, the Chair will decide.
- 8.3 The Participants' Council will pass resolutions by a simple majority of the votes, unless these House Rules stipulate otherwise.
- 8.4 Resolutions on the Participation Agreement will be passed by a qualified majority of 2/3 of the members present; at least half of the members are required to be present. If this quorum is not reached, Article 8.5 (Resolutions passed outside of the meeting) applies.
- 8.5 In urgent matters, resolutions can be passed outside of the meeting. In that case, Vertogas will send the written proposal to all the members by e-mail. The members should respond by e-mail within five (5) working days after receipt of the proposal by Vertogas. Only when a qualified majority of 2/3 of the members supports the proposal, can a resolution be passed in this manner. A resolution passed in this manner, will immediate be recorded in writing and sent to the members.

**Article 9**  
**Changes in the House Rules**

- 9.1 These House Rules can be changed by Vertogas after the Participants' Council has had the opportunity to submit its advice on the proposed change.

**Article 10**  
**Assessment**

- 10.1 The Participants' Council will decided annually whether it wishes to assess its performance and these House Rules . The following questions may be discussed:
  - a. How well do the members represent the interests of the Participants?
  - b. Does the number of members of the Participants' Council need to be changed?
  - c. Does the manner in which the Participants' Council is constituted satisfy all the requirements?
  - d. Do the arrangements for the tasks of Chair and Secretary need to be improved?
  - e. Are (any other) changes in these House Rules required or desirable?

Vertogas B.V.

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G. van Pijkeren  
Director

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## **Supplement to the House Rules Participants' Council Vertogas**

Members of the Participants' Council:

SuikerUnie  
HVC Energie  
CNGnet  
Eneco  
Greenchoice  
A vd Groep  
Attero  
Essent  
Waternet