

Internal Regulations (IR)

Article 1 - Method of approval of the internal regulations

The internal regulations (hereinafter referred to as "IR") are approved according to the following procedure. The Administration working group, possibly assisted by the coordinator, makes at least one proposal in the inter working group. The text thus approved is submitted to the Board of Directors, which then approves it by a simple majority. The chairman submits the IR to the General Assembly, which approves it by a simple majority of the members present and represented, as stipulated in article 5 (e) of the brupower statutes.

Article 2 – Scope

This IR applies to the day-to-day operation of the brupower cooperative. The purpose of this document is to supplement and explain the principles laid down in the Statutes. It can be used and is enforceable by all members of the cooperative. This IR may not contain any directive or provision that conflicts with the statutes of the brupower cooperative.

Section I – principles of operation

Article 3: Vision

brupower is a cooperative company whose aim is the general interest of the inhabitants of Brussels. brupower's vision is to promote, implement and operate a democratic energy transition in the Brussels region.

Article 4: Principles of governance

brupower operates according to the cooperative governance principles as formulated by the ICA (International Cooperative Alliance). These principles are the following:

- Principle 1 – Voluntary and open membership: this principle is put into practice by offering as many Brussels residents as possible the opportunity to become a member of the cooperative, provided they expressly request it.
- Principle 2 – Democratic power exercised by the members: this principle is put into practice throughout the procedures and organization of the cooperative. The purpose of these procedures and organization is to translate members' expectations into action as faithfully as possible.
- Principle 3 – Economic participation of the members: the members are co-owners of the cooperative and all its movable and immovable property. The members make an economic contribution to the cooperative's actions through their investment in capital (social, financial, temporal and relational).
- Principle 4 – Autonomy and independence: the cooperative must maintain its organizational integrity and its independence of activity. The cooperative strives for autonomy of property and resources.
- Principle 5 – Education, training and information : the cooperative is a project of collective liberation of its members. It provides its members with an instrument for action, directly through its operational activity, and indirectly by providing members with tools to support their personal and information-gathering development.
- Principle 6 – Collaboration between cooperatives: The cooperative works with other members and cooperative networks to build common activities.
- Principle 7 – Community Involvement: The cooperative pursues an economic, environmental and social purpose that considers and seeks to have a positive impact on the community beyond the boundaries of its own members.

In addition to these guiding principles, the cooperative also applies an eighth principle: the principle of Altruism. This principle is defined as follows: it is mandatory for the cooperative and its members to put

the collective interest above the purely financial interest at all times when developing their activities. This interest is described in the articles of association of the cooperative and to follow its purpose.

Article 5: Participatory Democracy

brupower wants to ensure that all citizens of the Brussels Region can participate in the energy transition, regardless of their resources (availability, capacity) or skills.

The cooperative thus defines different circles of involvement:

1. Public

All members are members of the public circle.

2. Community

All members with good knowledge of the project can be part of the circle we call Community. More specifically, it concerns members who:

- follow and share brupower activities via the newsletter and social media (Facebook, Instagram, etc.)
- occasionally participate in events such as brupero, brup@guinguette, etc.
- to be able to explain brupower's most important values, objectives and activities when a question comes from their circle of acquaintances

3. Ambassadors

These are members who want to contribute more to the development of the cooperative, albeit sporadically. These are members who:

- be part of a mailing list and receive more information when certain events occur;
- be part of the team when brupower is represented at internal or external events;
- with the support of the WGs, set up their own initiatives to involve citizens in the movement (e.g. organize events to introduce brupower to neighbours, work/sports team, etc.).

4. Volunteers

These are members who are strongly involved in the cooperative through their participation in a working group (WG), who bear more responsibility and take the time to carry out the tasks.

It is necessary for volunteers to commit themselves for a period of at least 6 months and to give advance notice in case of an interruption. These are members who:

- Actively contribute 1 to 2 hours per week.
- commit to learning and mastering their subject.
- work in accordance with the objectives and strategies of the cooperative.

Article 6: Internal organization

brupower is based on 6 transversal working groups (WG) as well as as many operational working groups as there are types of operational projects.

The 6 transversal working groups are WGs that are inherent to the brupower movement. They are part of the long-term movement and serve as support for the cooperative. These are the WGs:

- Legal/Financial
- Digital
- Communication
- Movement
- Inclusion
- Care

The operational working groups are WGs that come and go depending on the assignments of the cooperative. It is possible that some of the WGs below will no longer exist in a few years. These are the WGs:

- Offshore production
- Public Market/Third Party Production
- Supply

- Information/empowerment
- etc.

Article 7: Adaptation of the General Assembly proxy rules

In order to comply with the rules for approval as a social enterprise determined by the Royal Decree of June 28, 2019, the rules for proxy to the General Assembly of brupower are adapted.

In the event that the brupower cooperative should have fewer than 20 members, the proxy rules described in Article 23 of the brupower statutes will be suspended. A member of the GA cannot give proxy to another member for the votes of the GA. Each member will have to carry his voice in a personal capacity.

Section II - operation of the administrative body

Article 8: Modalities for the election of the chairman

Article 29 of the statutes stipulates that the modalities for the election of the chairman of the Board of Directors (EB) are described in the IR.

Members wishing to become members of the Executive Board must notify the Executive Board at least six months in advance. These people will be invited to the Board meeting to see how the Board works, how decisions are made, etc.

The chairman is chosen on the basis of an election without candidates among the members who are already members of the Council or who want to become members of the Council. The election without candidates is based on a sociocratic principle. This election takes place in several phases:

- Definition – Description of the position (tasks, responsibility, field of activity), of the mandate (time, conditions), of the criteria (each member formulates his views on the criteria for the performance of the position. These criteria may be contradictory);
- Voting – Each member present at the GA votes by writing on a ballot paper "I, A, vote for B";
- Counting – Each vote is counted by writing the names of the people on the ballots on a board and sticking the post-its for that person next to the name. At the end of the count, the last x votes drawn are counted and the members who cast these votes are asked to explain their choice (x here represents 10% of those present at the GA, with a minimum of 10).
- Vote Transfer – After hearing the arguments, each member may transfer his or her vote to another person identified in the count.
- Proposal – The person with the most votes becomes chairman of brupower.
- Objections – Objections can be raised.
- Amendments – The proposal can be amended. An amendment is a new proposal that meets the objections of the assembly.
- Celebration – The cooperative has just elected a new chairman through a process of collective intelligence and should be proud of it.

Article 9: Method of election of the members of the Board of Directors

Article 29 of the articles of association stipulates that the modalities for the election of the Board of Directors are described in the IR.

The names of the members who wish to become members of the Executive Board are stated in the agenda of the general meeting.

Each member introduces himself individually and is elected individually. When nominating for the board, the members indicate whether their gender position is female, other, or male.

The elections take place by ordinary vote by gender group. At least one third of the members shall be women and one third men. The elections will proceed as follows:

- Election of female board members – The 2 female members with the most votes are elected;
- Election of Male Board Members – The 2 male members with the most votes are elected;

- Election of members of the Board of Directors of a different gender – The 2 members with the most votes are elected.

Article 10: Solidarity principle within the administrative body

The directors are in solidarity with regard to the decisions of the governing body. They are jointly responsible for these decisions and their possible consequences for the cooperative.

Article 11: Collegiality principle

The decisions of the administrative body are taken in a collegial manner as far as possible. This collegiality translates into the will to ratify the decisions of the Board of Directors by unanimity.

If this is not possible, a decision is taken by a simple majority of votes in the governing body. The arguments for and against the decision are recorded in the minutes of the meeting.

Article 12: Conflicts of Interest and Principle of Altruism

The directors of the cooperative are obliged to put the collective interest above their personal interest at all times. This interest is described in the articles of association of the cooperative and to follow its purpose.

If a director cannot comply with this principle, he/she must report this to the governing body and not participate in the deliberations, in accordance with the procedure for handling conflicts of interest.

Article 13: Conflict Resolution

In case of conflicts within the governing body, a resolution procedure is available to the members of the governing body. This procedure will be updated by the Care working group. To facilitate this procedure, a member of the Care working group will be appointed by lot.

Article 14: Expulsion of members of the administrative body

Article 29 of the articles of association stipulates that the IR lays down the procedure for the dismissal of members of the administrative body. The dismissal procedure will be proposed by the Care Working Group and the Ethics Committee must necessarily be involved.

Article 15: Reimbursement of the costs of directors in connection with the cooperative activity

The costs incurred by the directors in the context of their mandate may be reimbursed by the cooperative. These expenses can be of different nature:

- Transportation costs
- Feeding costs
- material costs
- Legal costs

The above list is not exhaustive. The administrative body shall announce the total amount of the costs reimbursed by the cooperative in this context at the general meeting.

Section III - Internal Operations and Employment

Article 16: Function and responsibility of the members

The members of the brupower cooperative must fulfill the following obligations:

- Be in line with their respective membership fees.
- To the extent possible, participate in the activities and use the services of the cooperative.
- Participate in the management of the cooperative as far as possible.
- Respect the other members of the cooperative regardless of their views, profession, gender, sexual orientation and social status.
- Respect the cooperative in all of its activities, management and corporate purpose.

Article 17: Role of the Care working group

The role of the WG Care is described in appendix 2. This role is intended to ensure the emotional and physical safety of the members of the cooperative and those involved. The members of WG Care also have the task of representing the collective in interpersonal conflicts between members.

The collective is the interest of the members, volunteers and employees of the cooperative. It represents the human capital and will that underlie the cooperative.

Article 18: Operational coordination

In the largest team – from the administrative body or the operational team – a coordinator is appointed.

The operational team appoints persons who are employed by the cooperative, regardless of their employment status.

Article 19: Role of the coordinator

The coordinator takes on the following tasks:

- Facilitate relations between the operational team and the governing body.
- Facilitate relations between the operational team and members' working groups.
- If the coordinator is part of the operational team, he/she attends the meetings of the governing body, but has no voting rights in connection with his/her position as coordinator.

Article 20: Salary obligation

Brupower's salaried employees choose a representative according to the procedures established by the operational team.

Article 21: Employee representation

The employees of the cooperative are represented by a representative chosen by them. This representative is chosen from among the employees of the cooperative. This representative is elected annually as soon as the operational team exceeds 5 people.

The representative attends the meeting of the governing body, but has no voting rights as referred to in Article 29 of the Articles of Association.

Article 22: Procedure for the election of the employees' representative

The employee representative is elected for a term of 1 year, renewable 5 times, among all employees of the brupower cooperative. This representative is chosen through an election without candidates in which all employees of the cooperative can participate.

This representative will be compensated for the time he spends in this position.

Section IV - Conflicts of interest

Article 23 - Definition

A conflict of interest is defined as a situation in which the impartiality and objectivity of a decision, advice or recommendation of a brupower member is or appears to be compromised by a personal interest of that person or an interest delegated to him. A conflict of interest can therefore relate to:

- The person who is directly or indirectly hit
- The economic, financial or personal interest in kind
- The cash interest represents a potential conflict of the cooperative.

Article 24: Management of Conflicts of Interest

The rules on conflicts of interest apply in a differentiated manner between the elected members of the governing body and the members of the general assembly. The members of the governing body have a duty to lead by example.

Article 25: Criteria for entering into strategic partnerships

Article 18 of the statutes states that the IR determines the criteria for entering into strategic partnerships. The strategic partnerships should:

- fit into brupower's strategy
- not contradict the values, principles and missions of brupower

Annex 1 – Conflict of Interest

Definition

A conflict of interest generally refers to a situation where the impartiality and objectivity of a decision, opinion or recommendation of a brupower member is or might be perceived as being compromised by a personal interest held or entrusted to a given individual. It thus concerns:

- A person that falls under the scope of this rule.
- A direct or indirect interest.
- The interest is of economic, financial or personal nature.
- The interest is in conflict with that of the cooperative.

Objective and scope

In this setting not only actual independence but also perception of independence is important for the maintenance of a reputation of trustworthiness towards the member base and broader stakeholders. However, it is important for natural persons to be able to represent and take decisions on the part of the brupower member base.

Effectively managing conflicts of interest thus requires a balance. A too strict approach may be unworkable or deter experienced volunteering and participation in brupower.

Consequently, this note aims to define a process to manage conflicts of interest within the cooperative. First and foremost, this process aims to create transparency and stimulate debate on conflicts of interests. Second, a process is put in place to manage the occurrence of serious conflicts of interest as well as a failure to comply with declaration obligations.

As such, these rules will apply to:

- Board members
- Employees
- Volunteers

Declaration of conflict of interests

The persons concerned shall declare all interests that are or could be perceived as related to the domain of activity of brupower.

They shall declare all interests that are or could be perceived as related to the entities that provide services to brupower.

A non-exhaustive list of relevant interests include:

- Any direct financial interests of a value above 5 000 euros.
- Current activities or activities in the past two years of the concerned person,
- Spouse's/partner's/dependent family members' current activity and financial interests that might entail a risk of conflict of interest

Prevention of conflict of interest

The most common method of preventing a real, potential or apparent conflict of interest is the ex ante disclosure of interests. All interests that may interfere or may be seen as interfering with the work of the cooperative and its mission shall be declared.

Once an individual's interests are transparent to the other parties involved in the decision-making process, it then becomes possible for those others to balance or judge the statements and decisions made by that individual in the light of their disclosed interests.

Upon his/her official nomination or appointment, he/she shall declare his/her interests by using the declaration of interest (DoI) form and instructions provided by the GT Finance and Administration enclosed and submit it to (Stanislas d'Herbemont– admin@brupower.be).

He/she shall update his/her DoI every year before the General Assembly or whenever his/her situation changes in respect of interests declared;

At the beginning of each board/WG meeting, the members attending the meeting shall inform the Working Group Lead Link of any conflict of interest with regard to a particular item on the agenda. In the event of such a conflict of interest, the person concerned shall, at the request of the majority of attendees, withdraw from the meeting whilst the relevant items of the agenda are being dealt with;

If at any time, in the course of duties, he/she becomes aware that his/her actions may bring his/her own interests into conflict with those of the brupower member base, he/she shall refrain from such actions, immediately update his/her DoI and refer it to the GT Finance and Administration (Stanislas d'Herbemont – admin@brupower.be).

Management of conflicts of interest

The Working Group Care, under the supervision of its Lead Link, shall ensure that all the rules are observed by all persons concerned. He or she shall be supported in this task by the President and the board wherever necessary. He or she will undertake to:

- Remind all persons concerned with these rules of their obligations to declare and update their interest annually by the General Assembly.
- Assess the declarations of interest provided by all persons concerned. Confirm whether a conflict of interest exists or not. This assessment needs to be confirmed by the Comité d'Ethique to check.
- If the existence of a conflict of interest is confirmed, the person concerned shall no longer attend meetings, receive information, have decision-making rights, related to the conflict of interests. This provision will hold until the conflict is resolved or no longer exists.
- If the conflict of interest is not resolved, the Comité d'Ethique will liaise with the Lead Link of the Working Group involved and remove the person from the working group.

The Comité d'Ethique undertake to:

- Remind all persons concerned with these rules of their obligations to declare and update their interest annually by General Assembly using the dedicated form.
- Confirm the assessment made by Working Group Care with regard to the existence of conflicts of interests.
- If the existence of a conflict of interest is confirmed, the person concerned shall no longer attend meetings, receive information, have decision-making rights, related to the conflict of interests. This provision will hold until the conflict is resolved or no longer exists.
- If the conflict of interest is not resolved the Comité d'Ethique will liaise with the Lead Link of the Working Group involved and remove the person from the working group.
- If the person in question is a member of the Organe d'Administration, the Président and at least one other Administrateur will be informed.

Failure to comply

Failure by a concerned person to declare an actual or potential conflict of interest, or to fill in the declaration of interest DoI form in a complete, correct, and timely manner may be considered as a breach of trust towards the cooperative. Because of that failure, and taking into account the reasons for the failure to declare the Working Group Care, after validation of the Comité d'Ethique, will:

- send a letter of reprimand to the concerned person
- ask the Organe d'Administration for a replacement of the concerned person.

If the concerned person was involved in a decision-making or opinion issuing procedure of the cooperative without having declared an interest, the cooperative Organe d'Administration, based on an ex post review of the person's activities and contributions, may review or cancel that decision or opinion if seriously affected by the conflict of interest