

STATUTES

Hydrogen, Fuel Cells and Electro-mobility in European Regions (HyER)

A. CONSTITUTION, OBJECTIVES & FUNCTIONS

1. Formation & Name

Art. 1.1 – An international not-for-profit association has been constituted called “HyER , Hydrogen Fuel Cells and Electro-mobility in European Regions”, henceforth referred to also as the “Association” for the purposes of the current document. The association is an International Non-Profit Association (INPA) formed under the legal provisions of the Belgian Act of 2 May 2002 on non-profit associations, the international non-profit associations and the trusts.

2. Head office

Art. 2.1 – The registered office of the Association is situated in Brussels, Avenue des Arts 3/4/5, 1000 Brussels. The registered office may be transferred to any other place in Belgium by a decision of the Board and prior consultation of the General Assembly. Regional offices may be set up in other places of Belgium or abroad by a decision of the Board.

3. Duration

Art. 3.1 – The Association is set up for an unlimited duration.

Art. 3.2 – The Association may however be dissolved at any time following decision of the General Assembly, under the conditions set forth in Article 15.

4. Mission & Objectives

Art. 4.1 – Definition & Mission Statement

The Association provides the European Regions and Municipalities (henceforth referred to also as the “Members”) with a representative body that can be coherent, distinguishable and influential towards all relevant stakeholders and decision makers at both public and private level.

The Association allows its Members to play a key role in the implementation of strategies that aim for the uptake of hydrogen, fuel cells and electric mobility.

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5. Activities

Art. 5.1 – The Association will achieve its objectives through the activities as described below.

The Association will serve as a coordinating platform for European Regions and Municipalities and will abide by the following Guiding Principles:

- Harmonize synergies between national, regional and local programmes and policies;
- Help Regions and Municipalities to align and integrate their strategic priorities, approaches and objectives towards sustainable energy within a low carbon society;
- Collect experiences that feed into the European agenda and definition of priorities;
- Increase the impact of the Regions' and Municipalities' efforts by identifying, coordinating and bundling relevant activities across the different Regions and Municipalities in Europe;
- Provide a fertile environment for state-of-the-art research and demonstration projects in Europe that enable innovation, and promote the success of trials and deployment;
- Encourage public acceptance at the European level by identifying and planning measures to raise the awareness in the EU context and actively engaging key stakeholders;
- Develop financial mechanisms and strategies to integrate hydrogen, fuel cells and electro-mobility on a European scale at local level;
- Become a focal point for data collection and assessment;
- Compile fact based policy recommendations for local decision makers.

Art. 5.2 – Commercial Activities

The Association does not carry out any activities conducted in a commercial manner and need not, therefore, be entered in the Commercial Register (Art. 61 sec. 2 CC).

Art. 5.3 – Activity Plan

The activities of the Association shall be planned and organised on the basis of an annual Activity Plan to be proposed by the Board. The Activity Plan shall be submitted for consultation to the members four (4) weeks prior to the next General Assembly. The General Assembly will decide upon and endorse the proposed Activity Plan.

The Activity Plan shall contain a summary of the Association's general policy and objectives and details for the respective activities for the period addressed therein. It will also contain the Association's main positions regarding the FCH JTI and any other activities carried out by the Association to pursue its objectives.

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B. DEFINITIONS

6. Regions & Municipalities

Art. 6.1 – The European Regions and Municipalities are defined as public, regional or local authorities below the level of national and/or central government, with a political power of representation and have been appointed by an appropriately designated body as the case may be in the different national, regional or local administrative systems.

The Members of the Association shall come from the EU Member States, the European Economic Area as well as the EU Associate and Candidate Countries.

Art. 6.2 – Groups of Regions

Exceptionally, groups of European Regions and/or Municipalities within a Member state or from several Members States or a partnership of Regions and/or Municipalities may also become a Member to the Association.

Each member of such group or partnership shall comply with the stipulations of Article 4.

Each Group of Regions and/or Municipalities shall dispose of one vote for the needs of the Association's proceedings and decision-making process.

C. MEMBERSHIP, REPRESENTATION

7. Membership Status

Art. 7.1 – Membership of the Association is identified at two levels: Full Member and Associate Member. Per region / municipality one full member status is allowed. In general, this full member status is accepted by the region / municipality, i.e. the public authority directly below the national government. If agreed by the region / municipality the full member status can be transferred to a lower level public authority in this region / municipality. Besides a full membership in a region, additional (lower level) public authorities are eligible to apply for the associate membership as well.

An Observer status can be granted to candidate-Members of the Association until their membership is ratified by the General Assembly or in other occasions to be specified by the Board.

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Art. 7.2 – Membership Eligibility Criteria

Membership of the Association is open to any European Region and/or Municipality fulfilling the following criteria:

- (i) The Regions and Municipalities shall share and support the objectives and activities of the Association as stipulated in Articles 4 and 5 of the Statutes;
- (ii) The Regions and Municipalities shall have relevant activities, projects or programs in research & development, demonstration, industrialisation or deployment of hydrogen, fuel cells and electric mobility;
- (iii) The Regions and Municipalities can allocate committed delegates and resources to actively participate and contribute to the realisation of the Association's objectives and tasks.

Art. 7.3 – Members' Rights

The Members essentially have the following rights:

- To be informed about the activities of the Association;
- To take part in the activities of the Association (accomplished in projects, working groups, task forces, etc.);
- To elect the Board Members and to be elected as a Board Member (only Full Members);
- To attend General Assemblies and other meetings held to deal with matters of general interest;
- To formulate proposals for action aiming at the realisation of the goals of the Association and its Activity Plan;
- To vote on matters requiring voting decisions (only Full Members).

Art. 7.4 – Members' Obligations

The Members also have, among others, the following obligations, and they will fulfill their obligations according to the Association's Statutes. More precisely the Members need:

- To attend the meetings to which they are invited by the decision-making bodies;
- To act in respect of the Statutes of the Association;
- To act with loyalty and integrity for all tasks for which they could have been elected and assigned (wrt to the Board: only applicable for Full Members);
- To respect the Belgian, European, national and international laws;
- To pay an annual membership fee fixed each year by the General Assembly after acceptance by majority of the members proposed by the Board for the year to come.

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Art. 7.5 – Admission of new Members

Any Region or Municipality wishing to join the Association shall comply with the eligibility criteria as mentioned in Article 7.2, acknowledge that they are aware of the content of these Statutes and formally understand and accept the rights and obligations therein.

Membership applications shall be addressed to the Secretariat of the Association as appointed by the Board.

Upon receipt, the Secretariat will submit such application to the Board of the Association which will assess the eligibility of the request for Membership. The Board will submit the outcome of the evaluation to the General Assembly and will notify the applicant of its opinion within two (2) months from the application receipt date.

A negative evaluation of an application shall be based on objective reasons notified to the applicant. The applicant has the right to appeal against a negative opinion of the Board and present its arguments at the next General Assembly.

Art. 7.6 – Cessation of Membership

Membership may be terminated by:

Art. 7.6.1 - Resignation: Any Member can resign from the Association at any time by giving written notice to the Board that shall inform the General Assembly. The notice shall be given at least two (2) months prior to and effective by the upcoming General Assembly.

Art. 7.6.2 - Exclusion: A Member no longer committed to the objectives of the Association or seriously breaching these Statutes may be excluded from the Association by a decision of the General Assembly adopted with a two-third (2/3) majority of the Members present or represented and voting. The Member concerned shall be invited and entitled to present its views to the General Assembly either orally during the meeting or in written form but in both cases prior to the vote.

The exclusion shall take effect upon remittance of the exclusion decision by the General Assembly. In case the excluded Member was not present or appropriately represented at the meeting of the General Assembly deliberating upon its exclusion and did not present its defense in a diligent manner, the exclusion decision must be notified to the former Member by means of registered mail with acknowledgment of receipt.

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Art. 7.6.3 - As “not committed” Member shall be considered the Member that becomes inactive in view of the tasks assigned thereto and does not comply with the Association’s mission & objectives as identified in Article 4 of the Statutes.

Art. 7.7 – Term of Membership

Membership to Association corresponds to the duration of the Association as indicated in Article 3.1 and can be terminated if one of the conditions described in Article 7.6 of these Statutes are fulfilled.

Art. 7.8 – Liability of Members

Each Member shall abide to the stipulations of these Statutes. Neither a Member nor its delegate, shall, however, be liable for any financial or other commitments of the Association.

8. Representation of Members

Art. 8.1 – Each Member of the Association shall appoint a duly authorized delegate. Delegates shall be high-ranking officers/employees from organisations and/or entities duly appointed and mandated by the respective Association Members with appropriate power of representation.

A substitute can be appointed as well to replace the delegate in case of absence. Such appointment can be modified at any time and must be notified to the Association management bodies.

Art. 8.2 – The delegates shall be responsible for the follow up and realisation of the tasks assigned to them and the Members vis-à-vis the Association. The delegates shall demonstrate commitment towards the objectives and principles of the Association as identified in these Statutes.

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D. ORGANISATION

9. Management & Structure

Art. 9.1 – Management

The Association shall have the following management bodies:

- The General Assembly;
- The Board, comprising a Chairperson and Vice Chairpersons;
- The Secretariat;
- A Treasurer.

Art. 9.2 – Structure

The General Assembly will endorse the organisational structure of the Association. The structure may include Committees, Steering Groups, Working Groups or Task Forces that will be established and mandated by the General Assembly for the supervision or implementation of activities of the Association in accordance with its objectives and Activity Plan.

The Board Members are enabled to represent the Association towards any other Stakeholders.

Art. 9.3 – Budget and Accounts

The business year starts on 1 January and ends on 31 December of each year. The Board submits the yearly accounts of the previous year and the budget of the next year to General Assembly for approval.

Art. 9.4 – Funding and Fees

The General Assembly shall establish annual membership fees to be paid by the members of the Association.

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10. General Assembly

Art. 10.1 – Role & Composition

The General Assembly is the supreme authority of the Association. It determines the general policy of the Association and has been conferred all the necessary powers for the achievement of the Association's objectives, unless such powers are explicitly delegated to another management body of the Association. It shall decide all matters concerning the internal organisation, obligations of the Members towards the Association and the incurred liabilities, if any, towards third parties, which are not delegated to other management bodies by these Articles or by a resolution passed by the General Assembly.

It shall be convened by the Board on an annual basis and shall ensure mutual information exchange between the Association Members. Each year at least one General Assembly shall take place.

Art. 10.2 – Representation to the General Assembly

The General Assembly shall be composed of delegates of all Members of the Association. Each Member shall appoint one delegate to the General Assembly via an electronic or written notification, which shall be sent to the Board following the establishment of the Association. The delegate will exercise the voting right of the represented Member.

Art. 10.3 – Proxy

Each Member delegate shall have one voting right at the General Assembly. The same rule is valid for Groups of Regions and/or Municipalities, Members of the Association.

In case of absence, any delegate of a Member may confer powers to another delegate of a Member to represent him at the General Assembly.

No Member may represent more than one Member.

The appointment of a proxy shall be realised by written or electronic notification to Board and the Secretariat at least two weeks prior to the General Assembly. No proxy shall represent more than one Members.

Art. 10.4 – Extraordinary General Assembly

An Extraordinary General Assembly could be convened upon request of the Board or two thirds (2/3) of the Association Members, stating the reasons for such decision.

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Art. 10.5 – Meeting Procedures

The Chairperson of the Association's Board shall chair the General Assembly and in case of incapacity one of the Vice persons shall substitute the Chairperson (as defined in Article 11). The Members shall receive the meeting agenda and any supporting documentation prior to the General Assembly or any other meeting.

The Secretariat shall take minutes of the proceedings, including a record of all decisions taken. After the meeting a copy of the draft minutes shall be sent to each Member for comments. The minutes shall be deemed approved unless objections are raised to the Secretariat within one (1) month of dispatch to the Members.

Art. 10.6 – Decisions of the General Assembly

Resolutions of the General Assembly require a simple majority of the votes of the Members present or represented, subject to any special provisions for the contrary contained herein and for specific cases only.

In the General Assembly each Member shall have one vote. Members representing another Member have in addition the vote of the represented Member according to Article 10.3. The Chairperson shall have a casting vote in case of decision deadlock and equality of votes.

Voting shall take place by show of hands unless a secret ballot is demanded by two-thirds (2/3) of the Members present and represented.

Decisions of the General Assembly are brought to the attention of the members through the minutes of the General Assembly that will be circulated to each member for comments according to Article 10.5.

Art. 10.7 – Quorum

At any General Assembly, a quorum of two-third (2/3) of the Members' delegates shall be present in person or represented for the Assembly to take valid decisions. Should the quorum not be met, a second General Assembly shall be called with the same agenda and a minimum notice of three (3) weeks. No quorum shall be required for the second call.

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Art. 10.8 – Competencies

The General Assembly is particularly competent to:

- Determine the general policy of the Association;
- Amend the Statutes. This decision shall require a majority of at least three quarters (3/4) of the votes cast;
- Approve and adopt the annual Activity Plan and any amendments or revisions thereto;
- Elect, remove and discharge the Board as a body or the individual members thereof. This decision shall require a majority of at least three quarters (3/4) of the votes cast;
- Decide on the establishment or cessation of Committees, Steering Groups, Task Forces or Working Groups. This decision shall require a majority of at least three quarters (3/4) of the votes cast;
- Ratify the inclusion of a new Member;
- Ratify the appointment of the Secretariat;
- Decide upon the amount of annual membership fees;
- Decide upon the exclusion of Members;
- Decide upon the extension or dissolution of the Association;
- Approve any other activities or transactions by the Board.

Art. 10.9 – General Assembly non-Competencies

The General Assembly shall not be competent to make decisions and shall not make recommendations to all or individual Members as to any matter which might be in contradiction of the laws of the country residence of any Member.

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11. Board

Art. 11.1 – Role & Responsibilities

The Board shall be conferred all the necessary powers to manage and administer the Association in accordance with these Statutes, the decisions of the General Assembly and the objectives of the Association. In particular the Board shall:

- Be in charge of and provide direction and leadership for the Association's overall activities;
- Call the General Assembly and draft proposals prior to the General Assembly decision making process;
- Ensure the regular flow of information and feedback among the Association Members and ensure that any Member can have access to the Association documents;
- Assess the compliance of new Members with the eligibility criteria and opine upon their admission or rejection according to Article 7.2 of these Statutes. The Board shall submit its opinion to the General Assembly for ratification;
- Decide on the appointment of the Secretariat and submit its decision for approval to the General Assembly;
- Represent the Association towards any other Stakeholders;
- Propose the establishment of any ad hoc groups within the Association;
- Coordinate the activities carried out by the General Assembly and any other ad hoc groups of the Association;
- The Chairperson and Treasurer of the Board will jointly be the legal representatives of the Association.

The Board shall represent the interests of the Association and not the interests of the individual Members.

The Board Members shall not receive any remuneration or reimbursement of travel or other expenses from the Association, unless the General Assembly decides otherwise.

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Art. 11.2 – Composition

The Board shall be composed by unless otherwise agreed:

- A Chairperson
- Vice Chairpersons
- Ordinary members

The Board shall be composed of no fewer than three (3) and no more than nine (9) members .

To facilitate the works and start-up process of the Association a provisional Board shall be identified prior to the Constitutive meeting and shall serve for a period of six (6) months from the Association's constitution date. Following the conclusion of this period the Association's General Assembly shall elect its Board members.

The final number of Board members shall be determined by the General Assembly following the conclusion of the provisional Board's term of office.

The Board may invite Observers on case-by-case basis to their meeting, without voting rights.

Art. 11.3 – Eligibility

Members of the Association's Board will be natural persons duly mandated by the respective authorities and with substantial knowledge and proven experience with FCH Technologies and prepared to dedicate appropriate amount of effort, time and presence to the activities of the Association.

Art. 11.4 – Appointment

The Board members shall be elected by the General Assembly, separately and for a mandate of two (2) years, in accordance with Article 10.8.

The Board shall elect among its members the Chairperson and the Vice Chairpersons. If and when needed, additional Members of the Board may be elected by the General Assembly.

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Art. 11.5 – Term of Office

The Members of the Board may be re-elected for additional mandates. Reappointment of the same person(s) shall be possible. The term for any individual shall, however, be limited to a maximum of six (6) years.

In any case the end of tenure of a Board Member may also incur by:

- Resignation;
- Dismissal by the General Assembly as foreseen in Article 10.8 of these Statutes due to reasons stated in Articles 7.6.2 and 7.6.3 of the Statutes;
- Loss of the representation capacity of the Association's Member in the General Assembly.

Art. 11.6 – Substitution

In case of absence or temporary, however substantial, vacancy of elected members of the Board for any reason and unless a substitute has been assigned by the Association Member itself, the other Board members shall propose a substitute among the Association Member delegates to replace them, speak and vote on their behalf and this for the duration of the mandate. In case their term does not end by the next General Assembly, substituted Board members must be re-confirmed at that meeting.

Art. 11.7 – Meetings

The Board shall meet whenever necessary, but at least once every four (4) months. Extraordinary meetings shall be convened upon request of any Board member.

Art. 11.8 – Decisions

Each Board member shall have one vote. Decisions shall be reached and may only be adopted in a meeting or any other procedure in which at least two thirds (2/3) of the Board members are present or represented with voting right.

In any case the Board should try to reach consensus. If this is not possible, then decisions can be reached by a two-thirds (2/3) majority of the votes cast and under the condition that quorum requirements as stipulated just above are fulfilled. If votes are equal the Chairperson has the casting vote.

Any Observers participating in the Board Meeting shall have no voting rights.

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12. Secretariat

Art. 12.1 – Designation

The Board appoints the Secretariat for an initial term of one (1) year. The appointment of the Secretariat shall be subject to ratification of the General Assembly.

The Association's Board Members shall decide for the duration and appointment of Secretariat for the subsequent years.

Art. 12.2 – Responsibilities

The Secretariat is responsible, inter alia, for the organisation of meetings and will support the activities of Association, as requested by the Board. The Secretariat attends the meetings as requested by the Board.

13. Ad Hoc groups

Art. 13.1 – Establishment

In order to better pursue and represent the objectives of the Association, the Board may propose and the General Assembly will decide on the establishment of Committees, Steering Groups, Task Forces or Working Groups as the case may be upon recommendation of the Board.

The General Assembly shall establish rules for composition, competence and function of the ad hoc groups upon recommendation of the Board.

14. Amendments to the Statutes

Art. 14.1 – Decision on Amendments

The General Assembly shall be responsible for approving any changes to the Association's Statutes according to Article 10.8 of these Statutes. Any proposal for amendment shall be submitted in writing to the Board at least two (2) months prior to the upcoming General Assembly.

The proposal for amendment shall come from at least twenty-five percent (25%) of the Members in order to be validly deliberated upon during the General Assembly.

The Amendment to these Statutes shall be adopted in accordance with Article 10.8.

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15. Dissolution

Art. 15.1 – Decision

The General Assembly decides upon the dissolution of the Association in accordance with the provisions of Article 10.8 above.

Any proposal for dissolution shall be submitted in written to the General Assembly at least six (6) months prior to the upcoming meeting. The proposal for dissolution shall come from at least twenty-five percent (25%) of the Members in order to be validly deliberated during the General Assembly.

In the event of dissolution, the General Assembly shall appoint the liquidators and determine the procedure of the liquidation. In all cases of voluntary or judicial dissolution, at whatever time and regardless of the reason it has come about, the net assets of the dissolved Association will be allocated to other not-for-profit organisations pursuing an identical or similar purpose, to be designated by the General Assembly.

16. Publications and Communication

Art. 16.1 – Association Documents

All documents elaborated by the Association shall be made available to all its Members.

Art. 16.2 – Communication

The Association will undertake communication and dissemination activities.

17. Internal Regulations

Further to the enabling provisions in other articles of these Statutes, the Board may propose and the General Assembly may adopt internal regulations for the Association to further detail these Statutes or the management of the Association.

18. Applicable Law

The Association and its relationship with its Members shall be subject to Belgian law should a dispute arise. All matters not explicitly regulated in current Articles of Association are regulated in accordance with the law of 2 May 2002 on the international non-profit associations.

19. Working Language

The working language of the Association shall be English. In case of a dispute between the Members the English version of the Statutes shall prevail.