

## Fuel Cells UK Industry Association Constitution

### Mission, objectives, member benefits and scope

See 'Key Attributes' document.

### Membership

Membership is open to all UK registered organisations and individuals which / who support the Mission and objectives of the Fuel Cells UK Industry Association. A tiered membership structure allows Members to choose their level of participation. Applications for membership will be approved by the Executive Committee.

Generic benefits are described in the 'Key Attributes' document. Membership categories, specific benefits and subscriptions are as follows:

	Reduced rates for participation in Fuel Cells UK events	Option to include Fuel Cells UK logo on company material	Benefiting from outcomes of specific Association actions	Regular updates on plans, activities and outcomes	Participation at annual workshop to feed into strategy	Company logo used at all Fuel Cells UK events	Membership of Executive Committee	Subscriptions (£s)
<b>Executive membership</b>	√	√	√	√	√	√	√	5,500
<b>Corporate membership</b>	√	√	√	√	√			2,800
<b>Regional membership</b>	√	√	√	√	√			2,800
<b>SME membership<sup>1</sup></b>	√	√	√	√	√			1,000
<b>University membership</b>	√	√	√	√	√			1,000
<b>Individual membership<sup>2</sup></b>	√		√	√				500

<sup>1</sup> Less than 20 employees and limited company status

<sup>2</sup> For example, individual consultants, non-affiliated individuals

Corporate membership is intended for employees of the named member company. Parent or other related companies are expected to join in their own right if employees of those companies wish to receive member benefits.

Member organisations may choose that their subscriptions be directed towards activities other than advocacy.

Membership may be withdrawn from any member who fails to comply with this Constitution.

## **Organisational structure**

### Executive Committee

The role of the Executive Committee will be:

1. To make proposals on strategic policy, management principles and overall direction of Fuel Cells UK's activities, and to ensure that its Mission is fulfilled.
2. To take forward the collective views of the membership.
3. To scrutinise the Management team's activities in the day to day running and administration of Fuel Cells UK.
4. To set Corporate and Associate Membership fees (after the first year).

The Steering Group will be composed of:

- i) a Chairman and deputy Chairman (see below)
- ii) a representative from each Executive member
- iii) two representatives nominated from the rest of the membership (excluding individual members).

Election to the posts in item (iii) above shall be by self nomination and secret ballot. Elections will be held every two years. The Chairman and deputy Chairman shall be elected from and by members of the Executive Committee. The Executive Committee will meet at least quarterly.

The Chairman and deputy will serve for a minimum of 1 year and a maximum of 2 years in each term, with a maximum of 2 terms (subject to re-election at the end of the first term). After a "cooling-off" period of 2 years, an ex-chairman will be allowed to put themselves forward for re-election. In the event of only one nominee for election to either Chairman or deputy, all members will be entitled to vote, with requirement for at least 50% of any returned votes to be in favour for the nomination to be successful. In the absence of a 50% vote in favour, a new election will be called.

The minimum quorum for Steering Group meetings shall be 4 of the total number of Executive Committee members, including the Chairman or deputy Chairman. The aim will be to reach decisions through consensus. Where appropriate, voting will be by simple majority and the Chairman will have a casting vote.

### Management team

The management team shall be responsible for delivering the agreed objectives, convening Executive Committee meetings and coordinating all communication activities. Synnogy Ltd. will provide the management team.

### **Annual Strategy Workshop**

All members will be entitled to attend the Annual Strategy Workshop. A key function of this event is to decide on the overall philosophy for the year ahead, which is then taken forward by the Executive Committee.

### **Subscriptions**

Members can join the association at any time in the year. The membership year begins on joining the association and subscriptions are normally payable annually in advance. Membership is continuous, until revoked in writing and acknowledged. Three months notice is required.

Any Member whose fees have not been paid within ninety days of the due date shall have their membership withdrawn until such time as they are paid.

New members have a fifteen day period in which to revoke membership and receive a full refund. Beyond that, no refund will be made on resignation for subscription payments received.

Any change in membership class to a category lower than the one presently held will only be accepted at the start of the membership year, and will require three months notice in writing.

Subscription rates will be reviewed on an annual basis by the Executive Committee, and new rates will be notified to members in writing. They will be calculated so as to enable the Association to meet its estimated costs for the year in question, adjusted to reflect over and under-recoveries in prior years.

### **Accounts**

All membership fees and other Association monies shall be held by Synnogy Ltd. Annual management accounts shall be approved by the Executive Committee. The remuneration and expenses of the management team will be authorised by the Chairman within a budget agreed by the Executive Committee.

The management team will ensure that proper accounting records are maintained with respect to:

- All sums received and expended by the Fuel Cells UK Industry Association (including the costs of running the management team) and the matters in respect of which such receipts and expenditure took place;
- All sales and purchases of goods by the Fuel Cells UK Industry Association; and
- The assets and liabilities of the Fuel Cells UK Industry Association.

The records referred to above shall be presented to the Executive Committee no less frequently than quarterly.

**Sub-groups and working groups**

Sub-groups and working groups may be formed in the future to address issues arising, subject to approval from the Executive Committee. The Constitution will be revised to accommodate such developments.

**Revision of the Constitution or membership conditions**

Changes to the Constitution or membership conditions may be introduced subject to the approval of two thirds of the attendees at an Executive Committee meeting.