

## NAME

1. The official name of the organization is MICROPOWER EUROPE

## ADDRESS

2. The address of Micropower Europe is

Micropower Europe  
Level 20, Bastion Tower  
Place du Champs de Mars, 5  
Brussels 1050  
Belgium

## AIM & SCOPE

3. Micropower Europe exists to research and promote microgeneration and to provide a respected and authoritative point of contact for governments, regulators, opinion formers, the media and the general public on behalf of, and in the interests of, the microgeneration industry.
4. The technology focus of Micropower Europe is the subset of distributed energy that is concerned with sustainable heat and/or power production technology aimed at the individual domestic household, houses of multiple occupancy, multiple dwellings, and light commercial sectors. The technologies include but are not limited to photovoltaics, micro-wind power, micro-hydro power, ground - , water - and air source heat pumps, solar water heating, biomass heating, and microCHP of all fuel types.
5. The policy focus of Micropower Europe is EU level policy that affects the microgeneration industry.

## OBJECTIVES

6. To promote the development of public policies that encourage the wider use of Microgeneration and promote the creation of a single European market.
7. To develop channels of communications between Micropower Europe Members, the European Commission, the European Council and the European Parliament, and other EU organizations and officials.

8. To collaborate, where appropriate, on relevant issues with EU level, national and international associations and interest groupings.
9. To act as a forum to exchange information on, and experience in, microgeneration between its Members.
10. To establish and define the areas of common interest and concern between its Members.
11. To identify the barriers to the wider development of microgeneration and coordinate action to reduce them.
12. To research, identify and communicate matters relating to the use, barriers, benefits and technical development of microgeneration.
13. To undertake and co-ordinate activities relating to microgeneration of mutual interest to its Members.
14. To run campaigns aimed at producing specific outcomes in public policy in the collective interest of the microgeneration industry as a whole. In doing so, to engage with the European Union and its institutions, regulators, parliamentarians, trade associations and federations, academics, professional institutions, and other opinion formers as appropriate.

#### MICROPOWER EUROPE MEMBERS

15. Membership of Micropower Europe is open to the following categories:
  - a. **Funding Members:** commercial enterprises with an interest in promoting the wider use of microgeneration.
  - b. **Associate Members:** other enterprises and individuals with an academic or other, non-commercial, interest in the wider development of microgeneration. This category of membership is not open to organizations seeking to obtain direct commercial gain from the wider use of microgeneration.
  - c. **Organisational Members:** EU-level trade associations, federations, charitable trusts and non-government organisations who have a clear and demonstrable objective to promote the wider use of microgeneration and who are representative of interests relevant to the development of microgeneration.

Any organisation or individual who is eligible to join Micropower Europe in accordance with the categories above must submit an application in writing signed for an organisation by an officer of the organisation or for any individual by himself. Election to and continuation of membership shall be at the discretion of the Executive Committee (see below).

16. Membership fees for membership shall be set by the Executive Committee for each calendar year and will be notified to Members no less than 3 months before the start of the year. They will be calculated so as to enable Micropower Europe to meet its estimated costs for the year in question, adjusted to reflect over and under recoveries in prior years. Fees will be due prior to the start of each calendar year. Fees unpaid at the end of January in any calendar year will bear interest from the start of that calendar year at 2% above HSBC's base rate, compounding monthly.

17. Organisational Members and Associate Members will be eligible for a reduced monetary fee or free membership in return for undertaking to provide services in kind on similar terms. Examples may include seconding staff, offering reciprocal membership, making meeting rooms available and circulating details to members of micropower activities. Such arrangements need the approval of the Secretary General.

18. Members may withdraw from Micropower Europe at the end of any calendar year by submitting a written notice of withdrawal which must be received at least 3 months before the end of the calendar year. Any withdrawing Funding Member is liable to meet its proportionate share of any financial deficit of Micropower Europe as at the date of its withdrawal (as subsequently computed from annual accounts, based on the number of Funding Members and the financial position of Micropower Europe at the end of the calendar year at which such Funding Member wishes to withdraw).

## ORGANISATIONAL STRUCTURE

### (A) MEMBERS

19. Micropower Europe will be a body composed of all the parties who have fulfilled the membership requirements under Articles 15 to 18.

### (B) THE EXECUTIVE COMMITTEE

20. The Executive Committee is composed of one representative for each Funding Member. Meetings of the Executive Committee shall be restricted to one attendee per Funding Member, with the exception of the Funding Member from whom the President is appointed. The Funding Member from whom the President is appointed is entitled to two attendees, one of whom is the President.

21. The function of the Executive Committee shall be:

- (a) To set the strategic policy, management principles and overall direction of Micropower Europe's activities and to ensure that these are implemented.
- (b) To scrutinise the Secretary General's activities in the day to day running and administration of Micropower Europe.

(c) To set annual budgets and Funding Member fees in accordance with Article 16.

22. The Executive Committee will meet quarterly or at such other times as it may decide. The dates of Executive Committee meetings in any calendar year will be notified no later than three months prior to the beginning of that year to all those entitled to attend. An agenda of all matters to be discussed and any papers relating thereto will be circulated at least five full working days in advance of each meeting. A quorum for Executive Committee meetings shall be four Executive Committee members. Voting will be by simple majority.

#### (C) THE PRESIDENT

23. The President of Micropower Europe is elected by simple majority voting by the Executive Committee every two years. The President holds office for two years and may be re-elected once. The President may delegate responsibilities to a colleague but must provide the Secretary General and Executive Committee one month's notice.

24. The President of Micropower Europe will chair meetings of the Executive Committee and is required to do so in an independent manner and in the collective interests of all Funding Members.

25. The President of Micropower Europe will oversee the work of the Secretary General.

26. The President of Micropower Europe will represent the EU microgeneration sector as a whole towards governments, regulators, opinion formers, the media and the general public.

#### (D) ANNUAL GENERAL MEETINGS

27. Micropower Europe will hold an Annual General Meeting open to all members in each calendar year. The Annual General Meeting will receive a report summarising activities in the period since the last meeting and the policy objectives for the ensuing 12 months.

28. The Annual General Meeting will strive to achieve unanimity among Members in support of the policy positions, approaches or strategies decided on by the Executive Committee, be they written or verbal. Any Member having a minority view may require any such statement to include due reference to his alternative opinion or position and should notify this requirement in writing to the Secretary General.

#### (E) THE SECRETARY GENERAL

29. Micropower Europe's Executive Committee will secure the services of a Secretary General, or equivalent senior officer, either employed directly, by secondment or on a consultancy basis. The terms of appointment will be decided on by the Executive Committee.

30. The Secretary General shall be responsible to the President for the daily work of Micropower Europe and shall provide periodic reports to the Executive Committee as agreed.

31. The Executive Committee shall delegate to the Secretary General such powers to permit such actions as it sees fit.

32. Micropower Europe shall only be bound to third parties by the Secretary General's actions, including the formation of agreements, in accordance with the powers and responsibilities delegated under Article 31.

#### (E) OTHER OFFICERS AND STAFF

33. The Secretary General may secure the services of such additional personnel as he or she deems necessary to achieve Micropower Europe's objectives and in accordance with expenditure plans agreed by the Executive Committee from time to time.

34. The Secretary General and any additional personnel or consultancy services referred to in this article shall be indemnified by the Funding Members of Micropower Europe against all liabilities properly incurred by them in the management of the affairs of Micropower Europe.

#### ACCOUNTS

35. The President and the Secretary General shall ensure that proper accounting records and controls are maintained with respect to:

(a) All sums received and expended by Micropower Europe and the matters in respect of which such receipts and expenditure took place.

(b) All sales and purchases of goods and services by Micropower Europe.

(c) The assets and liabilities of Micropower Europe.

36. The records referred to in Article 35 shall be endorsed by the Secretary General and presented to the Executive Committee no less frequently than quarterly.

37. The books of account shall be kept at the Address and shall be open to the inspection of the members of Micropower Europe.

38. At the Annual General Meeting in every year the Executive Committee shall lay before Micropower Europe a balance sheet and income and expenditure account for the period since the last preceding account, prepared in accordance with generally accepted accounting principles. Any Auditor's or Accountant's report shall be open to inspection before the meeting.

#### AUDIT

39. Once at least in every year the accounts of Micropower Europe (or such other body as represents the financial affairs of Micropower Europe) shall be prepared by one or more properly qualified independent accountants. At the request of any Funding Member or if so required by law, this examination shall be extended to constitute a full audit.

40. If required under Article 39 or applicable legislation, auditors shall be appointed by the Executive Committee.

#### DISSOLUTION

41. The dissolution of Micropower Europe shall take place upon unanimous agreement amongst Funding Members at an Executive Committee Meeting, or under other such conditions as are prescribed under law.

42. If upon the dissolution of Micropower Europe there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to the Funding Members in proportion to the membership fees received by Micropower Europe from each Funding Member in the financial year of the dissolution.

#### DURATION

43. Micropower Europe is established in Brussels on 1<sup>st</sup> January, 2009.

44. The duration of Micropower Europe is unlimited and will endure until such time as Micropower Europe is dissolved under the provisions of Article 41 and 42.

#### ALTERATION OF RULES

45. The Rules may be altered by resolution at an Executive Committee meeting provided that the resolution is carried by a two-thirds majority of Members that are eligible to vote and that two weeks notice of the meeting is given to all Funding Members.

#### PROPERTY

46. The property of Micropower Europe, other than cash at the bank, shall be vested in two Custodians. They shall deal with the property as directed by resolution of the Executive Committee and entry in the minute book shall be conclusive evidence of such a resolution.

47. The Custodians shall be selected by the Executive Committee and shall hold office until death or resignation unless removed by a resolution passed at an Executive Committee Meeting.

48. The Custodians shall be entitled to an indemnity out of the property of Micropower Europe for all expenses and other liabilities properly incurred by them in the discharge of their duties.