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# **STATUTES OF THE INTERNATIONAL ASSOCIATION FOR HYDROGEN SAFETY**

## ***FORMATION, NAME, SEAT, PURPOSE AND ACTIVITIES***

### **Article 1 – Name**

(1) An international not-for-profit association (hereinafter referred to as “the Association”) is hereby formed according to and governed by the Belgian law of 27 June 1921 as modified and amended by subsequent laws, amongst others the laws of 2 May 2002 and 16 January 2003.

(2) The name of the Association shall be: “International Association for Hydrogen Safety” or in short [HySafe].

### **Article 2 – Seat**

The address of the Association’s seat shall be located at

Rue du Trône 98, 1050 Bruxelles - Belgium.

Without prejudice to the application of the Belgian linguistic legislation, the address of the seat may be changed within Belgium pursuant to a decision of the General Assembly.

The Association may have offices in other countries. The association is established for an unlimited duration.

### **Article 3 – Objectives and scope of activities**

The objectives are to facilitate coordination, support the development and disseminate hydrogen safety knowledge on a global level. The Association aims to be the focal point for hydrogen safety research and engineering, education and training and thereby contribute to the safe and sustainable introduction of hydrogen as an energy carrier.

The Association will pursue its objectives by conducting the following activities in the field of hydrogen safety

- Promote cost effective, coordinated basic and applied research in the field of hydrogen safety,
- Create and maintain a forum for communication between stakeholders,
- Facilitate the coordination, maintenance and future development of innovative infrastructure for hydrogen safety research,
- Transfer knowledge from research to education and training, by providing integrated resources for the training and education of engineers, scientists and other stakeholders,
- Effectively disseminate knowledge via communication/information platforms to all stakeholders, thus contributing to public acceptance of a hydrogen economy, and

- Provide support to the EC, governments, industry, HFP, JTI, RCS organisations, etc., in the field of hydrogen safety.

#### **Article 4 – Activity Plan**

Without prejudice to Art.18, the activities of the Association shall be planned and organised on the basis of an Activity Plan to be proposed for each calendar year by the Executive Board in consultation with members no later than 30 September in the previous year. The decision for adopting the activity plan shall be taken by the General Assembly no later than 30 November in the previous year.

The Activity Plan shall contain outlines of the general policy of the Association, the Association's main positions regarding actual issues and any other activities carried out by the Association to pursue its objectives.

### **MEMBERS**

#### **Article 5 – Membership**

(1) Membership is open to any entity or organisation or natural person actively involved or interested in hydrogen safety:

(2) The Association has Full Members, Associated Members and Honorary Members (hereafter jointly referred to as "Members").

Each Full Member shall pay a full membership fee and is entitled to participate in all decision processes of the Association with voting rights.

Associated Members shall pay a reduced membership fee. They may participate in the General Assembly and other activities of the Association with a right to speak, but shall have no right to vote.

Natural persons cannot become Full Members. Honorary members shall be natural persons and shall be proposed by the Executive Board and appointed by the General Assembly without voting rights. They may however participate in the General Assembly with the right to speak.

(3) Association's Members shall comply with the Association's statutes in their last amended version as well as to all other possible internal regulations issued or approved by the Association in relation to the Association.

#### **Article 6 – Admittance of new Members**

(1) An application for membership shall be sent in writing to the Executive Board at the address of the Association and shall include

- a declaration related to the desired type of Membership (Full or Associated Member), and
- the name and address of the applicant, and
- an agreement of the applicant to comply with these Statutes, and

- member organisations without legal personality shall also name one or maximal two natural persons acting as representatives for them towards the Association.

(2) After an assessment regarding fulfilment of the criteria for membership, the Executive Board shall submit the application together with its assessment to the full members for decision. In case of objection by one or more full members the decision shall be brought to the General Assembly. The General Assembly shall decide on the application at its next meeting.

(3) The President or Vice-President shall notify the applicant in writing of the decision. No appeal can be made against the decision of the General Assembly.

(4) The membership shall start upon payment of the membership fee and the full acceptance of the Statutes, Internal Rules and Code of Conduct of the Association.

## **Article 7 – End of Membership**

### **Article 7.1 – General**

The membership in the Association ends

- in accordance with either Articles 7.2 or 7.3 below;
- by death or loss of legal capacity of the concerned Member;
- by bankruptcy or insolvency of the concerned Member;
- by dissolution of the Association

If a membership ends during the course of the association's financial year, the full membership fee for such financial year shall remain due. The Member whose membership has ended shall not be entitled to claim any reimbursement of its membership fees or contributions nor any compensation.

### **Article 7.2 – Withdrawal**

A Member may withdraw from the Association by written notice sent to the Executive Board at the address of the Association for any reason as at the end of the Association's financial year with observance of a prior notice period of at least one month before the end of that financial year.

The same conditions shall apply, if a Member intends to change its membership category.

### **Article 7.3 – Exclusion**

(1) A Member may be excluded from the Association by a decision of the General Assembly taken in accordance with Article 10 in the following cases:

- a. serious breach by that Member of the provisions of these Statutes, which cannot be remedied;
- b. the non-payment of membership fees for a period exceeding six months after they have become due;
- c. bringing the Association into disrepute or similar unethical behaviour as judged by the General Assembly.

(2) Prior to the decision, the Member, whose membership is to be terminated, shall have the opportunity to communicate its views about the envisaged exclusion either by oral or

written statement to the General Assembly. A member shall be notified by registered post at least 28 calendar days in advance of the meeting of the General Assembly of the intention to exclude it and the reasons for doing so.

(3) The exclusion shall be effective as of the date of the decision of the General Assembly and the exclusion must be notified to the Member concerned by registered letter with acknowledgment of receipt.

## **ORGANISATION**

### **Article 8 – Organs and Structure**

(1) The organs of the Association are:

- a. the General Assembly (cf. Articles 9 through 10).
- b. the Executive Board (cf. Articles 11 through 12)

(2) Upon a respective decision by the General Assembly, the organisational structure of the Association may further include:

- a. committees established and mandated by the General Assembly for the supervision and implementation of activities of the Association;
- b. staff to support the Executive Board in its tasks.

## **GENERAL ASSEMBLY**

### **Article 9 – General Assembly – Powers, Composition, Meetings**

#### **9.1 Role and composition**

(1) The General Assembly is the highest organ of the Association. It determines the general policy of the Association and it has all powers needed for the realisation of the Association's objectives, if such powers are not explicitly delegated to another organ of the Association.

(2) The General Assembly is composed of all the Members of the Association or their nominated representatives. Each Member not being a natural person shall appoint one representative to the General Assembly by a written notice to be sent to the Executive Board. The notice may also indicate the representative's deputy. Such appointments may be modified at any time by the Member represented. Full Members may also be represented by another Full Member's representative, subject to a respective proxy in writing or via email, which must be received by the Executive Board prior to the meeting.

(3) The Executive Board may invite guests to attend meetings of the General Assembly without voting rights.

#### **9.2. Rules for meetings**

(1) The General Assembly shall meet at least once a year. Additional Meetings shall be convened by prior decision of the General Assembly or upon decision by the Executive Board or upon request of one quarter of the Full Members.

(2) The convocation shall be made by the President of the Association by letter, fax or email to the last notified addresses of the Members at least 45 calendar days before the date of the meeting. The convocation shall include the draft agenda and decision items of the meeting as well as any reports and documents submitted by the Executive Board

to the General Assembly related thereto. The Executive Board or any Members' representative may request additional items to the agenda at least 21 calendar days prior to the meeting. The final agenda shall be sent to the Members not less than 12 calendar days before the meeting.

(3) The meetings of the General Assembly shall be chaired by the President of the Association. If the President is unable to attend a meeting, another member of the Executive Board shall be appointed as a substitute chairman by the President.

(4) Such interim chairperson must not represent a Member concerned by exclusion under Article 7.3 above.

(5) The chairperson of the meeting shall be responsible that minutes of meeting are drafted, including a record of all decisions taken. The draft minutes shall be sent to all attendees of the meeting no later than 30 calendar days after the meeting for comments for a minimum commenting period of 14 calendar days after circulation. The final minutes shall be signed by the chairperson of the meeting and another attending Member or their representative who is not an Executive Board member and copies shall be distributed to all Members, but not before the commenting period has expired. The original minutes shall be kept in a separate register at the official address of the Association.

#### **Article 10 – Decisions of the General Assembly**

(1) Each Full Member of the Association having duly paid its membership fee shall have one vote in the decisions of the General Assembly. Associated Members and Honorary Members have a right to state their view, which may be taken into account by the Full Members when taking decisions but shall have no right to vote. More than one half of voting power of the Members has to be represented at the Meeting to take decisions.

(2) Unless these Statutes require another majority, decisions of the General Assembly shall be adopted by a simple majority of the votes cast.

(3) The following decisions shall be taken by the General Assembly and shall require a majority of at least three quarters of the votes cast:

- a. determination of the general policy of the Association;
- b. admittance of a new Member pursuant to Article 6,
- c. exclusion of a Member pursuant to Article 7.3;
- d. election and dismissal of members of the Executive Board;
- e. appointment and dismissal of any other representatives of the Association;
- f. adoption of the Activity Plan and the Budget, including any revision to these;
- g. mandate and terms of reference for the representatives of the Association in external bodies (see Article 13.2);
- h. determination of the membership fees and conditions of their payment;
- i. approval of the Annual Report on the activities of the Association of the previous year and of the Annual Accounts of the Association (see Article 20) as well as discharge of the Executive Board for its management;
- j. adoption, modification or amendment of any internal regulations of the Association;

- k. the establishment of committees and/or advisory bodies and approval of their respective terms of reference;
- l. any other prior approvals required for transactions by the Executive Board in accordance with Article 11.1 (3).
- m. modification of the address of the registered association.

(4) The following decisions by the General Assembly can only be taken subject to a quorum requirement of at least two-third of the voting rights present or represented and shall require a majority of four fifths of the votes cast:

- a. any modification or amendment of these Statutes;
- b. the merger of the Association with other associations;
- c. dissolution and liquidation of the Association;
- d. pursuant to Article 11.1 (2)e below membership in other associations, taking shares in other legal entities or participation in any joint ventures or any other kind of organisation,

(5) In case the mentioned quorum requirements provided for in Articles 10.1, 10.2, 10.3 or 10.4 are not met, a second meeting or a ballot may be called and decisions may be taken without the quorum being met if this has been announced at the calling of the second ballot. The second meeting or ballot must be convened at least 14 calendar days after the first meeting.

(6) Decisions on one of the topics listed in Articles 10.3 and 10.4 may only be taken validly, if such decision has been prepared and announced in advance in accordance with Article 9.2 of these Statutes. If all Full Members are represented in the respective meeting they may waive this formal requirement by unanimous vote.

(7) In urgent matters, as may be determined by the Executive Board, the Members of the General Assembly may be asked by the Executive Board to take decisions in ballots without personal meetings (i.e. by exchange of letters, faxes, e-mail, or by video, audio or other simultaneous electronic conference). With respect to simultaneous electronic conferences the procedures and requirements set forth in Article 9.2 shall apply accordingly. Regarding ballots via letter, fax or email, Members of the General Assembly must be given at least 21 calendar days to respond. A Full Member not responding within this period or not participating in the electronic conference shall be considered as not having participated in the ballot. The majority and quorum requirements as well as any other provisions of this Article 10 shall apply accordingly.

The President of the Association shall record the result of the voting so taken in writing and shall inform all Members of such result respectively. The Executive Board shall do its utmost to assure that all correspondence will be handled in a proper way. The record shall be kept at the official address of the Association in the same register as the minutes of the General Assembly meetings.

(8) Further provisions on the procedures of the General Assembly and its meetings may be adopted by the General Assembly in internal regulations.

## **EXECUTIVE BOARD**

### **Article 11 – The Executive Board**

#### **11.1 Role and responsibilities**

(1) The Executive Board shall have all the necessary powers in order to manage and administer the Association in accordance with the applicable laws, these Statutes and the decisions of the General Assembly.

(2) The tasks of the Executive Board include, but are not limited to, the following

- a. administrative management of the day-to-day business of the Association and, if applicable, other relevant supervisory roles; the Executive Board shall have the power to delegate parts of the day-to-day business to certain Committees within the Association.
- b. management of the financial affairs of the Association, including due fulfilment of accounting requirements and timely preparation of proposals for the Budget of the Association and how it is financed (see Article 18);
- c. managing timely preparation of the Annual Report and Annual Accounts (see Article 20) for approval by the General Assembly;
- d. draw up proposals for any other decisions to be taken by the General Assembly according to Article 10 (3) and (4)
- e. representation of the Association and its Members' interests with their prior authorization in external bodies and organizations,
- f. ensuring the regular flow of information and feedback processes with the Members regarding the ongoing activities of the Association;
- g. ensure that any Member of the Association can have access to relevant documentation regarding the activities of the Association.

(3) The following legal transactions shall require prior approval by the General Assembly pursuant to Article 10 (4):

- a. Membership in other associations, taking shares in other legal entities or participation in any business ventures or any other kind of organisation or the modification of any such membership or participation;
- b. Acquisition, encumbrance or disposal of real estate;
- c. The issue of any powers of attorney or legal representation of the Association by the Executive Board;
- d. Entering into obligations for the Association, investments or any waivers of a total value of more than 5.000 Euro, unless already explicitly foreseen and approved by the General Assembly in the Budget.
- e. Conclusion, modification or termination of any employment contracts, unless already explicitly foreseen and approved by the General Assembly in the Budget;

(4) Further provisions regarding the responsibilities and duties of the Executive Board, including requirements of prior approval by the General Assembly, etc. may be laid down by the General Assembly in internal Management Regulations.

## **11.2 Composition and election**

- (1) The Executive Board shall be composed of not less than three members and not more than 15 members.
- (2) The Executive Board members shall be elected by the General Assembly for a period of two years. Only Full Members' representatives in the General Assembly can be appointed as Executive Board member. Any Executive Board member cannot serve for more than four years in any ten-year period.
- (3) From among the Executive Board members the President of the Association shall be elected by the General Assembly. The General Assembly shall also elect the other Executive Board members with special functions, including but not limited to a Vice-President or a Treasurer.
- (4) Without prejudice to Article 14, the responsibilities of an Executive Board member are personal and may only be delegated to another Executive Board Member.
- (5) The Executive Board Members shall not receive any remuneration. The Executive Board members are entitled to receive reimbursement of travel or other for purposes of pursuing the aims of the Association necessary expenses from the Association, in accordance with the internal rules of the Association.

## **11.3 End of tenure of an Executive Board member**

- (1) The tenure of an Executive Board member ends by expiration of its term, resignation or death of the Executive Board member, dismissal by the General Assembly or in case the Executive Board member is no longer a Member of the Association or is no longer representing a Member of the Association.
- (2) In case a tenure ends before regular expiration of the term of an Executive Board member, the General Assembly shall make sure that a new Executive Board member is elected for the remaining term as soon as possible.

## **Article 12 – Meetings and Decisions of the Executive Board**

(1) The Executive Board shall meet whenever deemed necessary, but at least four times a year. Meetings shall also be held upon request of at least half of the Executive Board members. The meetings shall be convened by the President by an invitation providing the agenda of the meeting to all Executive Board members with a notice period of at least 14 calendar days. If the meeting has been convened upon request of at least half of the Executive Board members, such members shall draft the agenda to be sent with the invitation.

However, the convocation period mentioned in paragraph (1) of this Article may be waived by agreement of all Executive Board members.

- (2) Decisions of the Executive Board shall be taken during duly convened meetings. These meetings can be either in person or, e.g. by telephone or video conference, e-mail or in writing. In all cases the convocation requirements set forth in paragraph (1) shall apply accordingly.
- (3) Each Executive Board member shall have one vote. Decisions of the Executive Board shall require a two thirds majority of the votes cast.



(4) Decisions may only be adopted in a meeting or other procedure in which at least two thirds of the Executive Board members take part.

(5) Decisions of the Executive Board shall be recorded in writing either, in case of a meeting, as minutes or by way of decision sheets signed by two members of the Executive Board. The records shall be kept in a separate register at the official address of the Association.

## **REPRESENTATION**

### **Article 13 – Representation**

#### **Article 13.1 – Legal representation of the Association**

The President together with another member of the Executive Board shall jointly represent the Association legally towards third parties. If there is any conflict of interest between the Association and that of the Member represented by the President or other member of the Executive Board, the Member's representative shall step aside and be replaced by another member of the Executive Board chosen by the Executive Board or the General Assembly. This shall also apply if the President is unable to act for any reason.

#### **Article 13.2 – No legal representation of the Association's Members**

Unless explicitly authorised in writing to do so by the concerned Member, no member of the Executive Board or other representative of the Association shall describe itself or act as an agent of a Member of the Association and nothing in these Statutes shall be construed as creating the right of such representative to enter into any obligation on behalf of such Member.

## **SECRETARIAT / COMMITTEES AND ADVISORY BODIES**

### **Article 14 – Support of the Executive Board (Secretariat)**

In the fulfilment of its tasks, the Executive Board may be supported by staff (Secretariat). Secretariat functions may also be performed by a third party, as may be decided by the General Assembly.

The staff of the secretariat may attend the meetings of the organs of the Association and support the organisation of meetings under the supervision of the Executive Board.

### **Article 15 – Committees and advisory bodies**

(1) In order to pursue and organise the activities of the Association mentioned in Article 3, the General Assembly may establish committees and/or advisory bodies.

(2) A general outline of the activities and terms of reference of each committee has to be approved by the General Assembly before the respective committee activity is started. Participation in committee activities shall be open to all Members willing to participate in it by appointing experts to such committee unless the committee serves to represent the interests of a specific group or specific groups of Members. Without prejudice to the participating Members' rights, internal regulations for committee and advisory body activities may be determined by the General Assembly.

## ***BUDGET, MEMBERSHIP FEE AND ANNUAL ACCOUNTS***

### **Article 16 – Financial Year**

The financial year of the Association shall coincide with the calendar year.

### **Article 17 – Resources of the Association**

The Association may realise and finance its activities by:

- a. membership fees to be paid by its Members as may be decided by the General Assembly,
- b. any voluntary participation of its Members in the Association's activities;
- c. any other legally allowed resources that might be paid or granted to the Association:

The Association must however not take up any loan or grant a loan or give any kind of guarantees.

### **Article 18 – Budget of the Association and Membership Fee**

(1) Each year and jointly with the Activity Plan as outlined in Article 4 a Budget for the next financial year, including a proposal how it will be financed, shall be drafted by the Executive Board and submitted no later than 30 September to the General Assembly for decision by no later than 30 November of the current year.

(2) The General Assembly shall, together with adoption of the Budget, decide on the amount and due date of the membership fees to be outlined in an internal regulation.

Principles regarding the determination of the reduced membership fee for Associated Members may be set forth by the General Assembly in an internal regulation. In any case the reduced membership fee shall not exceed 50% of the membership fee for Full Members.

(3) The total Budget as adopted by the General Assembly shall be binding for the Executive Board. The General Assembly may, however, in exceptional cases and upon a respective request of the Executive Board, decide on a revision of the Budget for a current year.

(4) All funds available to the Association shall be devoted to the pursuit of the Association's aims and objectives.

### **Article 19 – Liability**

Each Member is obliged to comply with these Statutes, the internal regulations and the Code of behaviour of the Association, including timely payment of the membership fee as set forth in the corresponding internal regulation. A Member shall, however, not be liable for any financial or other commitments of the Association.

### **Article 20 - Annual Report and Annual Accounts**

(1) Within four months after the end of a financial year, the Executive Board shall submit to the General Assembly an Annual Report on the activities of the Association including

a report on the status of implementation of the Activity Plan. The Executive Board shall report on its management of the Association in the past year, as well as the Annual Accounts, comprising a balance sheet and a profit and loss account for approval by the General Assembly. The Annual Report shall also include an executive summary of any committee activities that have been carried out during the past year. Chairpersons of Committees or of Advisory Bodies may be asked by the General Assembly to deliver further reports.

(2) The Annual Report and the Annual Accounts of the Association shall be audited by an independent, external auditor at the cost of the Association in case the respective annual expenditure of the Association exceeds 75,000.00 Euro. The auditor shall be appointed by the General Assembly within the current year.

(3) Without prejudice to the General Assembly's right to determine any kind of auditing procedure, the Annual Report and the Annual Accounts of the Association shall be audited by an independent external auditor at the cost of the Association if required by law. The auditor shall be appointed by the General Assembly.

Otherwise, the General Assembly may appoint an internal auditor or any Full Member of the Association may request an audit of the Annual Accounts by an independent external auditor at its own cost.

In any of the above cases, the auditor's report shall be presented to the General Assembly together with the Annual Report.

(4) The decision on approval of the Annual Report and the Annual Accounts shall be taken six months after the end of the financial year at the latest.

## **MISCELLANEOUS**

### **Article 21 - Winding up / Liquidation**

(1) Without prejudice to any mandatory provisions of the Belgian Laws as may be in force at the relevant time, the Association may be dissolved upon decision of the General Assembly in accordance with the provision of Article 10 (4)c above.

(2) In such case the liquidation of the Association shall be carried out by the current Executive Board, unless the General Assembly decides otherwise, it being agreed that the remaining assets of the Association shall be used as may be stipulated by any mandatory Belgian law.

### **Article 22 – Internal Regulations**

Further to the enabling provisions in other articles of these Statutes, the Executive Board may propose and the General Assembly may adopt internal regulations and Codes of Behaviour for the Association to further detail these Statutes or the management of the Association as permitted by the Belgian laws.

**Article 23 - Language**

The working language of the Association shall be English. In case of a dispute relating to the Statutes between the Members the published version of the Statutes shall prevail. Towards third parties the official published version is the only relevant version.

**Article 24 – Dispute Settlement**

The disputing Parties shall make every effort to settle amicably all disputes or difficulties arising from these Statutes without recourse to the courts. In case an amicable agreement cannot be achieved, notwithstanding all efforts made, the competence for settlement of such disputes shall be with the courts of general jurisdiction.

**Annex 1 - Structure of the Association**

