

Renewable **E**nergy **S**olutions for the **MED**iterranean and Africa

BY-LAWS

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SECTION I

ESTABLISHMENT, NAME, MEMBERS, SEAT, DURATION, AIMS AND ACTIVITIES

Article 1

Establishment and Name

- 1.1 A non-profit-making association is hereby established. The name of the Association shall be “**Renewable Energy Solutions for the Mediterranean and Africa**” (hereinafter called the "Association").
- 1.2 The abbreviated form of the name of the Association shall be “**RES4MED**” and/or “**RES4AFRICA**”.

Article 2

Seat

- 2.1 The Association shall have its registered office in Rome.
- 2.2 Branch offices and field units of the Association may be opened or closed by resolution of the Steering Committee.

Article 3

Duration

- 3.1 The duration of the Association shall be perpetual.

Article 4

Aims

- 4.1 The Association shall have the mission of facilitating and speeding up the use of all renewable energy sources, disseminating energy efficiency measures and contributing to creating an integrated electricity market in Southern and Eastern Mediterranean Countries (SEMED region) and Sub-Saharan Africa (SSA). In line with this mission, the Association shall pursue the following aims:
 - establishing a direct dialogue with electricity institutions, agencies, industries and energy companies in the SEMED region and SSA ;
 - promoting institutional capacity-building and training in the Mediterranean basin and SSA area, with a view to disseminating the skills and know-how that are required to efficiently integrate renewables into the electricity market and to develop energy-efficient solutions;
 - facilitating the deployment of all renewable energy sources, both on large-scale and distributed-generation, with a view to meeting local energy requirements.

Article 5

Areas of Activity

5.1 To achieve the aims referred to in Art. 4 above, the Association shall be engaged in the following areas:

- a) fostering the interests of its Members vis-à-vis decision-makers, both at regional level and international level;
- b) strengthening the strategic positioning of its Members within the Mediterranean and SSA energy markets, enhancing the value for large-scale projects and renewable distributed-generation projects, as well as for energy efficiency;
- c) supporting the key stakeholders in the target countries in defining a legislative and regulatory framework that optimises the integration of renewables into the electricity market and the development of a local renewable-energy industry, by encouraging a greater involvement of the private sector;
- d) furthering the setting-up of a network of energy professionals and experts, by creating special training programmes;
- e) disseminating its results through activities of communication and organisation of seminars/workshops, conferences and events, ensuring adequate opportunities of visibility, debate and networking to its Members;
- f) conducting analyses, studies and activities of research on the energy setting of the target countries and outlining its possible future scenarios, with particular focus on deployment of renewables and energy efficiency measures;
- g) developing cooperation relationships with associations and organisations that are like-minded and/or active in the geographic area of interest to the Association.

5.2 To attain its aims, the Association may take any and all actions as may be necessary, useful or appropriate, instrumental for or related to its aims, including but not limited to: recourse to international financing, posting of collateral (in the form of real and/or personal assets) to cover its obligations and any other action related to its aims. The Association may also acquire holdings in other associations or entities that are active in sectors related to, instrumental for or akin to its activities.

SECTION II

MEMBERSHIP

Article 6

Members

6.1 The Association shall consist of the following members:

- a) Supporter Members;
- b) Ordinary Members.

Given the financial contributions provided, or the activities carried out in favor of the Association, the Supporter Members are expected to significantly keep the Association activities and growth up. They are required to pay an annual fee to the Association as defined by the Steering Committee.

- 6.2 Supporter Members and Ordinary Members shall be individuals or organisations that belong to the industrial, academic and institutional world and that carry out activities in sectors related to the one covered by the Association.
- 6.3 The Steering Committee shall resolve upon membership candidacies.
- 6.4 The admission procedure shall be laid down in the Rules of Procedure.

Article 7

Associated Partners

- 7.1 Associated Partners shall be individuals or organisations that belong to the industrial, academic and institutional world and that carry out activities in sectors related to and instrumental for the one covered by the Association.
- 7.2 The General Assembly shall resolve upon the status of Associated Partner for the first time. Thereafter, resolutions on the status of Associated Partner shall be taken by the Steering Committee.
- 7.3 The admission procedure for Associated Partnership shall be laid down in the Rules of Procedure.

Article 8

Honorary Members

- 8.1 Honorary Members shall be individuals or organisations of special distinction in the energy sector and, in particular, in the renewable-energy one, who/which can eminently contribute to attaining the aims of the Association.
- 8.2 The General Assembly shall resolve upon the status of Honorary Member for the first time. Thereafter, resolutions on the status of Honorary Member shall be taken by the Steering Committee.
- 8.3 The admission procedure for Honorary Membership shall be laid down in the Rules of Procedure.

Article 9

Rights and Duties of Supporter Members and Ordinary Members

- 9.1 Supporter Members and Ordinary Members shall be entitled to:
 - a) attend General Assembly meetings and Special General Assembly meetings with voting privileges (provided that they are in good standing with their membership fees);
 - b) hold offices of the Association;
 - c) take part in meetings, conferences, congresses and other events organised by the Association;
 - d) receive periodical and monographic publications issued by the Association;

- e) promote studies and projects related to the aims of the Association.
- 9.2 Supporter Members and Ordinary Members shall:
- a) comply with the By-Laws and the Rules of Procedure;
 - b) abide by the resolutions taken by the Steering Committee;
 - c) undertake to pay the annual fees determined by the Steering Committee by 31 March of each year;
 - d) undertake to actively contribute to the work of the Association and to disseminate the results of its activities, by taking initiatives and organising events that emphasise its action.
- 9.3 Supporter membership and Ordinary membership shall be lost through:
- a) resignation;
 - b) default on payment of fees;
 - c) expulsion on serious grounds resolved upon by the General Assembly.
- 9.4 The procedures for resignation, verification of default and expulsion of Members shall be laid down in the Rules of Procedure.

Article 10

Rights and Duties of Associated Partners

- 10.1 Associated Partners shall be entitled to:
- a) attend General Assembly meetings and Special General Assembly meetings without voting privileges;
 - b) participate in Working Groups established to pursue the aims of the Association;
 - c) take part in meetings, conferences, congresses and other events organised by the Association;
 - d) receive periodical and monographic publications issued by the Association;
 - e) promoting studies and projects related to the aims of the Association for approval by the Steering Committee.
- 10.2 Associated Partners shall:
- a) pay the annual fees determined by the Steering Committee by 31 March of each year;
 - b) actively contribute to the activities of the Association, as well as disseminate and communicate its results to the external world.
- 10.3 Associated Partnership shall be lost through:
- a) resignation;
 - b) default on payment of fees;
 - d) expulsion on serious grounds resolved upon by the General Assembly.
- 10.4 The procedures for resignation, verification of default and expulsion of Associated Partners shall be laid down in the Rules of Procedure.

Article 11

Rights and Duties of Honorary Members

- 11.1 Honorary Members shall be entitled to attend General Assembly meetings and Special General Assembly meetings without voting privileges.
- 11.2 Honorary Members shall:
- a) comply with the By-Laws and the Rules of Procedure;
 - b) abide by the resolutions taken by the Steering Committee;
 - c) undertake to actively contribute to the work of the Association and disseminate the results of its activities, by taking initiatives and organising events that emphasise its action.
- 11.3 Honorary Members shall not pay any annual or special fees.
- 11.4 Honorary Membership shall be lost through:
- a) resignation;
 - b) loss of Honorary Membership resolved upon by the Steering Committee.
- 11.5 The procedures for resignation and verification of the loss of Honorary Membership shall be laid down in the Rules of Procedure.

SECTION III

BODIES OF THE ASSOCIATION AND THEIR OPERATION

Article 12

Bodies of the Association

- 12.1 The Bodies of the Association shall be:
- a) the General Assembly;
 - b) the President and the Vice President;
 - c) the Steering Committee;
 - d) the Secretary-General;
 - e) the Board of Auditors;
 - f) the Strategic Committee.

Article 13

General Assembly

- 13.1 Supporter Members and Ordinary Members shall participate in General Assembly meetings with voting privileges.
- Members of the Steering Committee and of the Board of Auditors shall also participate in General Assembly meetings.
- 13.2 Associated Partners, Honorary Members and the Secretary-General may attend General Assembly meetings.

- 13.3 Each Member with voting privileges may be represented at General Assembly by another person, even not member of the Association, by written proxy. Each attending Member shall hold a maximum of two proxies.
- 13.4 General Assembly shall usually be held at the seat of the Association or at any other venue as specified in the notice of the meeting.
- 13.5 Resolutions of the General Assembly shall be taken by majority vote and with at least half of the Members with voting privileges present. At the second call of the General Assembly, resolutions shall be valid if they have been taken by majority vote, whatever the number of Members with voting privileges present.
- 13.6 Amendments or additions to the Memorandum of Association and the By-Laws shall require a quorum of at least three fourths of the Members with voting privileges and the affirmative vote of the majority of the Members with voting privileges present.
- 13.7 The dissolution of the Association and the devolution of its assets shall require the affirmative vote of at least three fourths of the Members with voting privileges.
- 13.8 The General Assembly shall resolve upon:
 - a) approval of the budget and of the financial statements;
 - b) appointment and revocation of Ordinary Members and Supporter Members making part of the Steering Committee;
 - c) appointment and revocation of members of the Board of Auditors;
 - d) expulsion of Supporter Members, Ordinary Members and Associated Partners;
 - e) any other matter included in the agenda and brought to the attention of the General Assembly by the Steering Committee.
- 13.9 A General Assembly shall be convened at least once a year by 30 June for approval of the budget, of the financial statements and/or of the report on operations, the latter accompanied by the reports of the Steering Committee and of the Board of Auditors.
- 13.10 Upon the appointment of representatives of Ordinary Members to serve on the Steering Committee, each participant in the General Assembly with voting privileges may cast one vote for each member to be appointed. Ordinary Members receiving the highest number of votes shall be appointed to serve on the Committee. In the case of a tie, there shall be an additional round of voting restricted to the tied candidates. In this case, each participant in the General Assembly with voting privileges may cast a single vote.
- 13.11 A Special General Assembly shall resolve upon:
 - a) proposed amendments or additions to the Memorandum of Association and the By-Laws;
 - b) dissolution of the Association;
 - c) appointment of one or more liquidators and determination of their powers, as well as devolution of the possible remaining assets of the Association in compliance with Art. 20 below.

The General Assembly shall be convened by the President on his/her own motion, at the proposal of the Steering Committee or at the reasoned proposal of one tenth of the Members with voting privileges.

- 13.12 The notice of the General Assembly shall include the agenda and specify the venue and date/time of the meeting. It shall be delivered, with proof of receipt, to Members at least ten days in advance of the meeting date or five days in case of urgent matters. Sittings may be held via audio/videoconferencing. The related procedure shall be set out in the Rules of Procedure.
- 13.14 The General Assembly shall be chaired by the President of the Association or, if he/she is absent or unable to act, by the Vice President appointed by the Steering Committee or, if the latter is absent or unable to act, by a person appointed by the General Assembly.

Article 14

President

- 14.1 The President shall be appointed by the Steering Committee. He/she shall hold office for three years and be eligible for re-appointment.
- 14.2 The President:
- a) shall have authority to represent the Association legally and in court and to sign on behalf of it;
 - b) shall prepare the agenda for, convene and chair General Assembly, as well as Steering Committee's and Strategic Committee's meetings;
 - c) shall oversee the implementation of the resolutions taken by the General Assembly and the Steering Committee;
 - d) shall manage institutional relations and, as part of the communication plan approved by the Steering Committee, coordinate - with the support of the Secretary-General - the communication activities of the Association;
 - e) may delegate part of his/her duties to one or more members of the Steering Committee;
 - f) shall fulfil any other duties as may assigned by the General Assembly and the Steering Committee and implement their resolutions.

Article 15

Steering Committee

- 15.1 The Steering Committee shall be the management body of the Association.
- 15.2 The Steering Committee shall consist of all the Supporter Members and of a maximum number of three Ordinary Members.
- 15.3 The Steering Committee shall hold office for three years; its term of office shall expire upon the approval of the financial statements of the last financial year.
- 15.4 The Members of the Steering Committee shall be eligible for re-appointment.
- 15.5 Where vacancies occur in the Steering Committee during the financial year, the other members shall replace them by cooptation, unless ratified by the first General Assembly. Where the majority of the members of the Steering

Committee cease to hold office, the overall Committee shall be deemed to have resigned and the members of the Committee remaining in office shall convene an urgent General Assembly to appoint the new Committee.

- 15.6 The Steering Committee shall manage all the affairs of the Association. It shall, among others,
- a) appoint the President, the Vice President and the Secretary-General;
 - b) resolve upon amendments or additions to the Rules of Procedure;
 - c) resolve upon the strategies of action to be pursued by the Association in order to achieve its aims and, as part of such strategies, draft and approve the work plan, the financing/investment plan and the communication plan;
 - d) take any and all measures to manage and develop the Association;
 - e) monitor and control the activities the Association;
 - f) manage the administrative structure and the assets of the Association;
 - g) prepare the draft financial statements and budgets to be submitted to the General Assembly for approval;
 - h) approve applications for admission to Supporter Membership, Ordinary Membership, Associated Partnership and Honorary Membership;
 - i) determine the amount of the annual fees to be paid by Supporter Members, Ordinary Members and Associated Partners;
 - j) establish the yearly remuneration of the Secretary-General;
 - k) define the organisational structure of the Association;
 - l) resolve upon professional assignments, if any;
 - m) ask Members and Associated Partners to participate in and provide their operational contribution to initiatives concerning the aims of the Association;
 - n) submit a possible proposal for dissolution of the Association to the General Assembly.

The Steering Committee may delegate part or all of its powers to one or more of its members.

- 15.7 The Steering Committee shall meet, in the venue specified in the notice of the meeting, whenever the President or, if he/she is absent or unable to act, the Vice President deems it necessary or at the written proposal of the majority of its members or of the Board of Auditors.
- 15.8 The notice of the meeting shall include the agenda and specify the venue and date/time of the meeting. It shall be delivered, with proof of receipt, to the permanent address of each member of the Steering Committee and of each member of the Board of Auditors at least five days in advance of the meeting date or at least 24 (twenty-four) hours in advance in case of urgent matters. Meetings of the Steering Committee may also be convened at the written proposal of at least five members.
- 15.9 The meetings of the Steering Committee may be held via audio/videoconferencing or other similar telecommunications systems in accordance with the procedure set out in the Rules of Procedure.

- 15.10 The Steering Committee's meetings shall be chaired by the President or, if he/she is absent or unable to act, by the Vice President.
- 15.11 The Steering Committee's meetings shall constitute a quorum if the majority of members are present. Resolutions shall be taken by majority vote of the members present. In the case of a tie, the Chair shall have the casting vote.
- 15.12 The Steering Committee's resolutions shall be recorded in appropriate minutes, drafted by the Secretary and signed by the Secretary and the Chair.

Article 16

Secretary-General

- 16.1 The Steering Committee shall appoint a Secretary-General and determine his/her remuneration. The Secretary-General shall hold office for three years and be eligible for re-appointment.
- 16.2 The Secretary-General shall:
- a) express opinions on the actions to be undertaken in order to achieve the aims of the Association;
 - b) be in charge of the organisation and operation of the Association, coordinating its offices and activities under the general guidance of the Steering Committee;
 - c) be in charge of personnel management;
 - d) support the President in the communication activities of the Association;
 - e) assist the President during Assembly, Steering Committee's and Strategic Committee's meetings, keeping and filing the related minutes.
- 16.3 In discharging his/her duties, the Secretary-General may rely on the support of one or more Working Groups.
- 16.4 The Secretary-General shall periodically report to the Steering Committee.

Article 17

Board of Auditors

- 17.1 The Board of Auditors shall be appointed by the General Assembly.
- 17.2 The Board of Auditors shall consist of three standing members and of two alternate members.
- 17.3 The members of the Board of Auditors shall hold office for three years and be eligible for re-appointment.
- 17.4 The Board of Auditors shall appoint a Chairman from among its members.
- 17.5 The Board of Auditors shall exercise the financial control of the Association, ensuring the reliability of the financial statements and of the related records. The Board shall draw up an appropriate report on the financial statements.
- 17.6 The members of the Board of Auditors may attend General Assembly and Steering Committee's meetings without voting privileges.

Article 18

Strategic Committee

- 18.1 The Strategic Committee shall consist of Supporter Members, Ordinary Members and of three representatives of Associated Partners.

It shall hold office for three years.

The Strategic Committee shall assist the Steering Committee in defining the strategies of action of the Association to achieve its aims and in drawing up the work plan and the communication plan.

- 18.2 The procedure for convening the meetings of the Strategic Committee shall be set out in the Rules of Procedure.
- 18.3 The Strategic Committee shall contribute to disseminating the results of the Association's activities.

SECTION IV

MANAGEMENT OF THE ASSETS OF THE ASSOCIATION

Article 19

Assets of the Association

- 19.1 The assets of the Association, i.e. the financial resources needed for its operation and activities, shall be indivisible.
- 19.2 They shall consist of:
- a) fees;
 - b) any contributions to be paid by Members or Associated Partners as may be resolved upon by the General Assembly to fund particular initiatives exceeding the ordinary budget;
 - c) annual surpluses, as shown by the financial statements and/or reports on operations;
other occasional or periodical, national or EU, public and private contributions;
 - d) subsidies, donations or legacies received from Members or third parties;
 - e) contributions arising from promotional initiatives and to be used for the operation of the Association;
 - f) any other contribution that may increase the assets of the Association.
- 19.3 During its life, the Association shall be prohibited from distributing earnings or surplus income, funds or reserves, whether directly or indirectly, unless their allocation or distribution is mandated by law.
- 19.4 Subject to a resolution of the General Assembly, the assets of the Association shall be, at all times, commensurate with its aims.
- 19.5 Members shall not be entitled to refund of their fees.

- 19.6 To carry out its activities, the Association may benefit from public funding or private funding (sponsorships).

Article 20

Financial Year

- 20.1 The financial year of the Association shall coincide with the calendar year.
- 20.2 The Steering Committee shall draw up the financial statements and the budget by 30 May of each year for subsequent approval by the General Assembly in compliance with Art. 13.9 above.

SECTION V

Final Provisions

Article 21

Gratuity of Offices

- 21.1 All the offices of the Association, except for the one of Secretary-General, shall be gratuitous, with the exception of the refund of duly documented expenses that may be incurred in the name and on behalf of the Association and/or in the performance of a specific assignment.

Article 22

Dissolution of the Association

- 22.1 The General Assembly may resolve upon the dissolution of the Association at the proposal of the Steering Committee or in the cases covered by the applicable legislation.
- 22.2 After verifying the cause of the dissolution, the General Assembly shall appoint one or more liquidators and determine their powers. The General Assembly shall devolve any assets of the Association remaining after liquidation to another non - profit-making entity whose aims are similar to those of the Association or of general public interest.
- Where the General Assembly fails to resolve upon the devolution, Art. 31 of the Italian Civil Code shall apply.
- 22.3 Fees and contributions, if any, shall not be transferable and revaluable.

Article 23

By-Laws and Rules of Procedure

- 23.1 These By-Laws and the Rules of Procedure shall govern the Association. The Rules of Procedure shall be prepared by the Steering Committee.

Article 24

Reference to General Rules

- 24.1 For any matter not explicitly covered hereby, reference shall be made to the applicable laws and regulations.