



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

Rules of Procedure

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SECTION I

ACQUISITION AND LOSS OF MEMBERSHIP AND ASSOCIATED PARTNERSHIP STATUS

Article 1

Acquisition of Supporter member, Ordinary member and Associated Partner Status

- 1.1. To acquire Supporter membership, Ordinary membership and Associated partnership Status, the applicant shall submit an application for admission, by registered letter with return receipt, to the President of the Association RES4MED, Via Ticino, 14, 00198 Roma, Italy or, by e-mail, to secretariat@res4med.org.
- 1.2. The application for admission shall specify the following data:
 - a) Applicant's data, including the address to be used for official communications;
 - b) Sector of activity;
 - c) For individuals: Curriculum Vitae; for organisations: Curriculum of Activities carried out since their establishment, together with appropriate self-certifications or certificates, e.g. certificate of pending criminal proceedings ("carichi pendenti"), certificate of the criminal record ("casellario giudiziale"), etc.;
 - d) Profile and experiences;
 - e) Motivation for participating in the Association;
 - f) Proposed contribution to the development of the Association's activities;
 - g) Declaration of awareness and acceptance of the By-Laws and of the Rules of Procedure, signed by the applicant's legal representative;
 - h) Status applied for, i.e. Supporter membership, Ordinary membership or Associated partnership.
- 1.3. The Steering Committee shall approve the application for admission.

In assessing the application, the Steering Committee shall consider, among others, the affinities between the activities carried out by the applicant and those of the Association, as well as the value of the applicant's contribution to the activities of the Association.
- 1.4. The resolution of the Steering Committee shall be notified to the applicant by registered letter. If the applicant has been admitted to the Association, the notice shall also specify the amount of the fees to be paid and the related payment procedure.
- 1.5. The Supporter member, Ordinary member or Associated Partner shall be entered into the appropriate Register of the Association.
- 1.6. The Supporter member, Ordinary member or Associated Partner shall accept and abide by all the provisions of the By-Laws and of these Rules of Procedure and pay the fees referred to in Art. 9.2 c) of the By-Laws regarding Members' rights and duties and Art. 10.2 a) regarding Associated Partners' rights and duties.

Article 2

Loss of Supporter and Ordinary Membership and Associated partnership Status

2.1. Under Articles 9.3 and 10.3 of the By-Laws, Supporter membership, Ordinary membership and Associated partnership status shall be lost through resignation, default on payment of the fees and expulsion on serious grounds, resolved upon by the General Assembly.

2.2. Resignation

The resignation of Supporter member, Ordinary member and Associated partner shall be notified, at least three months in advance, to the President of the Association RES4MED, Via Ticino, 14, 00198 Roma, by registered letter with return receipt.

The resignation shall take effect upon the expiration of the current year, provided that it has been notified at least three months in advance.

In case of amendments or additions to the By-Laws, the dissenting Supporter member, Ordinary member and Associated partner may resign without giving advance notice as indicated above. He/she shall send a registered letter of resignation with return receipt to the President of the Association, within thirty days of receiving notice of the amendments or additions that the General Assembly has made to the By-Laws. In this case, the resignation shall take effect on the day before the one of resolution which has amended the By-Laws, without prejudice to the obligations that the resigning Supporter member, Ordinary member and Associated partner has contracted towards the Association until that time.

2.3. Default

A Supporter member, Ordinary member and Associated partner shall be in default if he/she/it fails to pay the fees and persists in doing so after receiving a payment reminder.

The President of the Association shall give an at least one-month notice of default, by registered letter with return receipt, to the Supporter member, Ordinary member and Associated partner concerned.

The defaulting Supporter member, Ordinary member and Associated partner shall no longer be in default if he/she/it pays the fees in arrears.

Payment of the fees for the current year shall not modify the defaulting status if the fees for the previous years have not been paid.

The Supporter member, Ordinary member and Associated partner that has lost his/her/its status through default may be readmitted, if he/she/it pays all the unpaid fees.

2.4. Expulsion on serious grounds

Supporter member, Ordinary member and Associated partner may be expelled on serious grounds, if their conduct is incompatible with or contrary to the aims of the Association. The General Assembly shall resolve upon the expulsion with the open-ballot system, by majority vote and with at least half of the Members with voting privileges present; this number shall exclude the Supporter member, Ordinary member and Associated partner to be expelled.

The expulsion shall take effect thirty days after giving the relevant notice to the expelled Supporter member, Ordinary member and Associated partner.

Supporter member, Ordinary member and Associated partner may challenge the expulsion in court within six months of the date of notification of the relevant resolution.

- 2.5. Supporter member, Ordinary member and Associated partner that have ceased to belong to the Association shall not recover their contributions and shall not have any rights on the assets of the Association.

Article 3

Acquisition and loss of Honorary Membership Status

- 3.1. The Steering Committee may attribute Honorary Membership status to individuals or organisations that have acquired merits in the energy sector, in particular in the renewable-energy one, and that can thus contribute to the achievement of the Association's aims. The admission proposal may be submitted by one or more Supporter member, Ordinary member and Associated partner, by registered letter with return receipt, to the President of the Association RES4MED, Via Ticino, 14, 00198 Roma, Italia, or, by e-mail, to secretariat@res4med.org.
- 3.2. The proposals shall be reasoned, i.e. they shall specify the particular merits acquired by the candidates. They shall be accompanied by the application for admission (completed and signed by the candidate) and specify the following data:
 - a) Candidate's data, including the address to be used for official communications;
 - b) Sector of activity;
 - c) For individuals: Curriculum Vitae; for organisations: Curriculum of Activities carried out since their establishment, together with appropriate self-certifications or certificates, e.g. certificate of pending criminal proceedings ("carichi pendenti"), certificate of the criminal record ("casellario giudiziale"), etc.;
 - d) Profile and experiences;
 - e) Status applied for, i.e. Honorary Membership;
 - f) Declaration of awareness and acceptance of the By-Laws and of the Rules of
 - g) Procedure.
- 3.3. The Steering Committee shall approve the admission proposal.

In assessing the nomination, the Steering Committee shall consider, among others, the candidate's merits in the energy sector, the affinities between his/her/its activities and those of the Association, as well as the value of his/her/its contribution to the activities of the Association.
- 3.4. The Steering Committee shall conduct an annual assessment on the persistence of the basic elements of the decision to confer the qualifications of Honorary member . if the outcome of the assessment is negative, the Honorary member is expelled from the association.
- 3.5. The resolution of the Steering Committee, both related to point 3.3 and to point 3.4, shall be notified to the applicant by registered letter.

- 3.6. Under Articles 11.4 of the By-Laws, Honorary membership status shall be lost through resignation and expulsion resolved upon by the Steering Committee.
- 3.7. Resignation
- The resignation of Honorary member shall be notified, at least three months in advance, to the President of the Association RES4MED, Via Ticino, 14, 00198 Roma, by registered letter with return receipt.
- The resignation shall take effect upon the expiration of the current year, provided that it has been notified at least three months in advance.
- In case of amendments or additions to the By-Laws, the dissenting Honorary member, may resign without giving advance notice as indicated above. He/she shall send a registered letter of resignation with return receipt to the President of the Association, within thirty days of receiving notice of the amendments or additions that the General Assembly has made to the By-Laws. In this case, the resignation shall take effect on the day before the one of resolution which has amended the By-Laws, without prejudice to the obligations that the resigning Honorary member has contracted towards the Association until that time.
- 3.8. At the date of approval of this Rules of Procedure, Honorary members are Politecnico di Milano, Politecnico di Torino an Bocconi University.

SECTION II

OPERATION OF THE BODIES OF THE ASSOCIATION

Article 4

Procedure for General Assembly meetings

- 4.1. Art. 13 of the By-Laws defines the procedures for convening General Assembly meetings, participating in the sittings and the quorums required for the General Assembly meetings and for the resolutions.
- 4.2. The Chairman shall ensure that the number of Members present constitutes a quorum for the General Assembly, verify the identity and attending/voting privileges of participants and, generally, their right to speak and to vote. He/she shall also conduct the business of the General Assembly and verify the results of the voting. These verifications shall be recorded in the minutes.
- 4.3. The Chairman shall open the General Assembly by reading the agenda and the items to be subsequently discussed. The “any other business” item shall only include matters that are not subject to resolutions. The Chairman shall moderate the debate, keep the list of speakers and announce the results of the voting. The Secretary shall draw up the minutes of the General Assembly meetings.
- 4.4. Sittings may be held via audio/videoconferencing, subject to the following requirements:
- a) the Chairman can verify the identity and the attending/speaking/voting privileges of participants, conduct the business of the meeting and verify the results of the voting;

- b) the Chairman and the record-keeper can adequately perceive the events of the meeting to be recorded in the minutes;
 - c) participants can take part in the debate in real time, simultaneously vote on the items on the agenda, as well as send, receive and examine documents;
 - d) the notice of the meeting specifies the details for connection to the audio/video facilities.
- 4.5. The General Assembly shall be deemed to be held in the place where the Chairman and the Secretary or record-keeper are located, so as to permit the drafting and signature of the minutes and their entry into the Journal of General Meeting's Resolutions.
- 4.6. Voting shall be by open ballot, except for resolutions concerning individuals, in which case the secret-ballot method shall be used.
- 4.7. In the event of a tie, the Chair shall have the casting vote. Open-ballot voting shall be by show of hands.
- 4.8. In the event of a tie in secret-ballot voting, as the vote of the Chairman is not identifiable, the Chairman shall not have the casting vote. In case of tie, the proposal is not approved. In secret-ballot voting, the votes shall be cast by placing the ballot paper in the ballot box. In this case, the Chairman of the meeting shall select two tellers from among the Members present to verify the regularity of the voting and to sign the minutes of the meeting together with the Chairman and the Secretary.

Article 5

Procedure for the Sittings of the Steering Committee

- 5.1. Art. 15 of the By-Laws sets out the procedures for convening the meetings of the Steering Committee, participating in the sittings and the quorums required for the Steering Committee's meetings and the resolutions.
- 5.2. The Chairman shall ensure that the number of Members present constitutes a quorum for the meeting, verify the identity and attending/voting privileges of participants, conduct the business of the meeting and verify the results of the voting. These verifications shall be recorded in the minutes.
- 5.3. The Chairman shall open the meeting by reading the agenda and the items to be subsequently debated. The "any other business" item shall only include matters that are not subject to resolutions. During the debate, the Chairman shall moderate the debate, keep the list of speakers and announce the results of the voting.
- 5.4. Sittings may be held via audio/videoconferencing, provided that all participants can be identified and that they can follow the debate on the topics on the agenda in real time, as well as send and receive documents.
- 5.5. The meeting shall be deemed to be held in the place where the Chairman and the Secretary are located, so as to permit the drafting and signature of the minutes and their entry into the Journal of Steering Committee's Resolutions.
- 5.6. Voting shall be by open ballot, except for resolutions concerning individuals, in which case the secret-ballot method shall be used. In the first case, if there is a tie, the Chairman shall have the casting vote. In the event of a tie in secret-ballot voting, as the vote of the Chairman is not identifiable, the

Chairman shall not have the casting vote. In case of tie, the proposal is not approved.

Article 6

Procedure for the Sittings of the Board of Auditors

- 6.1. The Chairman of the Board of Auditors shall convene meetings whenever he/she deems them necessary or at the proposal of two standing members. However, the Board shall meet at least once a year to draft the reports accompanying the budget and the financial statements.

For convening meetings, any procedure may be used, provided it has been agreed on by the members of the Board of Auditors.

The meetings of the Board shall be valid with the presence of the majority of its members and the resolutions require the majority of members present . Voting shall be by open ballot. f there is a tie, the Chairman shall have the casting vote.

- 6.2. The resolutions of the Board of Auditors shall be recorded in appropriate minutes; the minutes shall be entered into the Journal of Board of Auditor's resolutions.

Article 7

Cessation of Office - Members of the Steering Committee, of the Members of Board of Auditors, of the Secretary-General and of Members of the Advisory Board

- 7.1. The above officers shall cease to hold office by:
- a) resignation;
 - b) revocation resolved upon by the General Assembly (for the members of the Steering Committee and of the Board of Auditors) or by the Steering Committee (for the Secretary-General and the members of the Advisory Board).

Article 8

Strategic Committee

- 8.1. The Strategic Committee shall consist of Supporter members, Ordinary members and of three representatives of Associated Partners.
- 8.2. The Strategic Committee shall be convened by the President on his/her own motion or at the proposal of the Steering Committee.
- 8.3. The President, at the time of convening the Strategic Committee meeting, may invite one or more Honorary members and further Associated partners, in addition to the three representatives (point 8.1).
- Politecnico di Milano, as Founding member, shall participate to the Strategic Committee.
- 8.4. The Strategic Committee shall be chaired by the President of the Association or, if he/she is absent or unable to act, by the Vice President or, if the latter is absent or unable to act, by a person appointed by the Steering Committee.
- 8.5. The appointment of the three representatives of the Associated partners is carried out during the appointment of Steering Committee. Each Associated partner may cast one cast three votes. The Associated partners 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 Associated partner may cast a single vote.

- 8.6. 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.
- 8.7. The Working Groups described in the following article, shall be invited on a regular basis to the Strategic Committee meetings to report on the activities.

SECTION III

ACTIVITIES OF THE ASSOCIATION

Article 9

Working Groups

- 9.1. Under Art. 14, of the By-Laws, the Secretary-General may rely on one or more Working Groups, consisting of representatives of Members and Associated partners.
- 9.2. The Secretary-General shall manage and coordinate the Working Groups. The latter shall support the Secretary-General in carrying out the activities included in the annual Work Plan.
- 9.3. To optimise the use of their resources, the Working Groups may adopt internal forms of organisation.

Article 10

Work Plan

- 10.1. The annual Work Plan, proposed by the Secretary-General, shall be submitted to the Steering Committee for approval.
- 10.2. The Work Plan shall specify the activities that the Association intends to carry out in order to pursue its aims, the expected results, the implementation timescales and the related roles and responsibilities.

Article 11

Committee on Budget and Control

- 11.1. The Committee on Budget and Control shall consist of the Vice President and at least one member of the Steering Committee.
- 11.2. The Committee on Budget, on input of the Steering Committee, sees at the administration and financing accounting activities, bank relations management and budget management.
- 11.3. Each quarter the Secretary General shall submit to the Committee on Budget and Control a report on the activity performed.
- 11.4. On the basis of Steering Committee input, the Committee on Budget and Control prepares the budget and financial statements proposal.
- 11.5. The Committee on Budget and Control shall report to the President of the Association and to the Steering Committee.
- 11.6. The Committee on Budget and Control shall be lost through:
 - a) End of term of Steering Committee;

- b) Event of resignation;
- c) Revocation deliberated by the Steering Committee

Article 12

Advisory Board

- 12.1. In discharging its duties, the Steering Committee may rely on the support, advice and studies of the Advisory Board.
- 12.2. The Secretary-General attends the Advisory Board's meetings.
- 12.3. The Advisory Board shall consist of individuals from the industrial, academic, financial and institutional world, at national and international level, with proven experience and competence in the sectors covered by the activities of the Association.
- 12.4. The Chairman and members of the Advisory Board shall be appointed and revoked by the Steering Committee. They shall hold office for four years and be eligible for re-appointment.
- 12.5. The Advisory Board shall provide advice, conduct studies, support the Steering Committee and, among others, express opinions on the strategic actions to be pursued in order to attain the aims of the Association.
- 12.6. The Advisory Board shall contribute to disseminating the results of the activities of the Association.