

**Draft CONSTITUTION
OF
UNITED KINGDOM HYDROGEN ASSOCIATION**

A Non-profit Corporation

ARTICLE I

ORGANIZATION

Section 1. The name of this organization shall be the United Kingdom Hydrogen Association (hereinafter "UKHA").

Section 2. The office of the UKHA shall be located at the Gateshead International Business Centre, Mulgrave Terrace, Gateshead, Tyne & Wear.

Section 3. The UKHA may also have offices at such other places as the Board of Directors may from time to time determine to be a requirement for normal business of the UKHA.

Section 4. The organization is to act on behalf of the interests of the UK hydrogen energy stakeholder members. The UKHA will exist to provide value to its members by;

- A. Advocating strongly for a positive social, political and economic environment for the development of hydrogen energy in the UK
- B. Representing the shared interests of its members, using a collective approach to maximise impact and effectiveness
- C. Providing a voice to answer concerns and issues about hydrogen energy
- D. Giving guidance on research and deployment priorities
- E. Subject to the UKHA's Competition Law Compliance Programme, sharing non commercially sensitive information and facilitating knowledge transfer
- F. Promoting the development of best practise and its adoption
- G. Influencing government and company policies in the UK to support hydrogen energy research and development
- H. Influencing the policies of public and private sector organisations to support hydrogen energy deployment in the UK
- I. Representing members' interests with European and International organisations and initiatives

Section 5. The organisation shall be enabled to collect membership fees for membership, sell products such as newsletters and reports, participate as a team member or sole recipient in funded projects, including projects funded by government agencies,

individual companies, and others, conduct meetings and collect revenue from such, solicit sponsorship of activities, products, programmes and events, and other such activities pertinent to industry associations.

ARTICLE II

MEMBERSHIP

Section 1. Membership is open to companies, organisations and individuals with a commitment to increasing opportunities for hydrogen energy in the United Kingdom. Stakeholders in the production, storage, delivery, or use of hydrogen or hydrogen technologies are eligible for membership. Production includes, but is not limited to organisations involved in hydrogen rich feedstocks, renewable energy, facilities that produce hydrogen as a by-product, and production of other products or systems that can contribute to the generation of hydrogen energy.

Classes of Members. The UKHA shall have six (6) classes of Members. The designations, qualifications, and rights of each class of Members shall be as follows:

A. Individual Member

Individual membership is open to individuals who are not affiliated with any organization, company, or other entity eligible for membership in any other class of Ordinary Members. The rights and obligations of Individual Members shall be determined by the Board of Directors. However, Individual Members shall not have the right to vote in elections or on any matter placed before the membership, or any committee thereof, and shall not be eligible to be elected to any elective position of the UKHA, including any committee of the membership. The rules governing Individual Members shall be fixed from time to time by the Board of Directors.

B. Industry Member

Industry Membership is open to: (1) all business organizations including corporations, partnerships, public or private utilities, and associations of corporations, partnerships or utilities; (2) major buyers or users of hydrogen; and (3) highly qualified individuals, provided such organization or individual is interested or involved in the production, storage, transportation, utilization, or technology related to hydrogen in the United Kingdom, or is otherwise associated therewith. Each Industry Member shall designate in writing to the Secretary one person to serve as the member's Representative and one person as the member's authorized Alternate and shall be entitled to receive all other privileges of membership in the UKHA, except the right to vote in elections of directors by members of other classes.

C. Small & Medium Enterprise (SME)

Small & Medium Enterprise Membership may be opted for by and is open to (1) all business organizations, including corporations, partnerships, public or private utilities, and associations of corporations, partnerships or utilities with fewer than two-hundred and fifty (250) employees. Each Small & Medium Enterprise Member shall designate in writing to the Secretary one person to serve as the member's Representative and one person as the member's authorized Alternate and shall be entitled to receive all other privileges of membership in the UKHA, except the right to vote in elections of directors by members of other classes.

D. University/Research Member

University/Research Membership is open to all universities, not-for-profit research centres and institutes, and highly qualified individuals dedicated to research, scholarship, or other academic or theoretical pursuits relating to hydrogen production, storage, transportation, utilization or technologies. The University applicant can choose to join as an individual department or for the university as a whole. Each University/Research Member shall designate in writing to the Secretary one person to serve as the member's Representative and one person as the member's authorized Alternative and shall be entitled to receive all other privileges of membership in the UKHA, except the right to vote in elections of directors by members of other classes.

E. Related Organisation Member

Related Organisation Membership is open to all hydrogen energy and/or fuel cell projects, associations, groups and all non-profit organisations, interested or involved in hydrogen production, storage, transportation, utilization or technologies which can benefit from information-sharing, collaboration, and the creation of a single voice to promote hydrogen energy technologies in the UK. Each Related Organisation Member shall designate in writing to the Secretary one person to serve as the member's Representative and one person as the member's authorized Alternative and shall be entitled to receive all other privileges of membership in the UKHA, except the right to vote in elections of directors by members of other classes.

F. Sustaining Member

Sustaining Membership may be opted for by and is open to all organizations that are eligible for any of the other membership classes except Individual Membership. A portion of the membership dues from Sustaining Members supports the UKHA policy-related activities. Sustaining Members are the only members who contribute financially to the policy activities of the UKHA, and as such, are the only members eligible to vote on the UKHA Policy Committee, should such a Committee be established by the Board. Each Sustaining Member shall designate in writing to the Secretary one person to serve as the member's Representative and one person as the member's authorized Alternative and shall be entitled

to receive all other privileges of membership in the UKHA, except the right to vote in elections of directors by members of other classes.

Section 2. Election of Members. An organization or person eligible for membership in the UKHA under Article II, Section 1, may apply for such membership by filing a completed written application with the Administrative Manager. Such organization or person may be elected to membership upon acceptance of the application by an affirmative vote of a majority of (1) the Board of Directors, (2) the Executive Committee of the Board of Directors, or (3) the membership at a meeting of the UKHA.

Section 3. Honorary Members. The Board of Directors may elect honorary members to the UKHA for a period of one year, or such other period fixed by the Board, by a unanimous vote of Board members present and voting. Honorary Members shall be exempt from payment of annual membership fees and shall be entitled to all the privileges of ordinary Members, except the right to vote or hold office.

Section 4. Affiliated Organisations. The Board of Directors may elect to enter into bilateral agreements with affiliated organisations that are unable to join the UKHA as a Related Organisation Member. The term of such agreements shall be for a period of one year, or such other period fixed by the Board, by a unanimous vote of Board members present and voting. Affiliated Organisations may be exempt from payment of a portion of annual membership fees, up to 100%, as determined by the Board, and shall be entitled to all the privileges of ordinary Members, except the right to vote or hold office.

Section 5. Resignation. Any member may withdraw from the UKHA after fulfilling all obligations to it by giving written notice to the Secretary, which notice shall be promptly forwarded by the Secretary to the Executive Committee. In order to avoid the obligation to pay the annual membership fees for a given fiscal year, a member's written notice of its resignation must be received by the Secretary prior to the first day of that fiscal year.

Section 6. Conduct. Each member, director and officer shall act in compliance with such rules as adopted by the UKHA, including the rules of the UKHA Competition Law Compliance Programme and the UKHA Meeting Rules.

Section 7. Suspension and Expulsion. A member may be suspended for a set period or expelled permanently for cause, such as, the violation of any of the Constitution or Rules of the UKHA, or for conduct prejudicial to the best interests of the UKHA. Suspension shall be imposed only upon: (a) a two-thirds vote of the membership of the Board of Directors; (b) presentment of a statement of the charges to the member facing suspension or expulsion at his last recorded address at least fifteen (15) days before final action is taken thereon; (c) notice from the Board of the time and place where the Board of Directors shall hear argument, including from the member, on the charges; and (d) compliance with all rules and procedures duly established by the UKHA or its Board, and this Constitution. Expulsion shall be imposed only upon a unanimous vote of the entire Board of Directors and

compliance with items (b), (c) and (d) above.

Section 8. Termination. For any violation of the Articles, Constitution, resolutions or policies of the corporation (other than the non-payment of annual membership fees or other fees properly owing to the UKHA, which shall be governed by Article IV, Section 3), the Administrative Manager shall, in his/her discretion, notify the Board in writing of the delinquent member's default and may recommend penalties, termination of membership or other sanctions which shall be imposed by the Board.

ARTICLE III

SUBSCRIBERS

Section 1. Subscribers and Their Eligibility. Any government organization or agency, or quasi-governmental organization or agency, industry, small business, university, research centre, institute or highly qualified individual interested in or involved with the hydrogen industry shall be eligible to apply for, and to be accepted as, a non-member Subscriber of the UKHA. The rights and obligations of non-member Subscribers shall be determined by the Board of Directors. However, non-member Subscribers shall not have the right to vote in elections or on any matter placed before the membership, or any committee thereof, and shall not be eligible to be elected to any elective position of the UKHA, including any committee of the membership.

Section 2. Rules for Subscribers. The rules governing subscribers shall be fixed from time to time by the Board of Directors.

ARTICLE IV

MEMBERSHIP FEES

Section 1. Annual Membership fees. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual membership fees payable by members of each membership class and non-member subscribers to the UKHA.

Section 2. Payment of Membership fees. Annual membership fees shall be payable on or before 5 April, for each year commencing 6 April. Initiation fees and annual membership fees of new members or non-member Subscribers shall be payable upon submission of an application. Applicants not elected to membership or not accepted as Subscribers shall have their fees and membership fees refunded in accordance with the policy set by the Committee on Membership of the Board of Directors.

Section 3. Late Payment of Membership fees. In the event that any member shall fail to pay its membership fees (or other fees) in full by the date upon which payment is due, the

Administrative Manager or his/her designee shall send written notice of the delinquency to such member at least twice within a period of 21 days from the due date . If, after 14 days from the issue of the second written notice the amounts due have not been paid in full, the Administrative Manager or his/her designee may (i) suspend the membership rights of the delinquent member, with_ or without conditions for reinstatement, or (ii) terminate its membership in the UKHA. No action by the Board of Directors shall be necessary for the Administrative Manager or his/her designee to take these actions, provided, however, that the Board of Directors shall be promptly notified whenever a membership is terminated for non-payment.

ARTICLE V

MEETINGS

Section 1. Annual Meetings. There shall be an annual meeting of the membership at a time and place set by the Board of Directors or, in the absence of such action by the Board, on the second Friday of September in each year, at which meeting the membership shall receive the annual reports of officers, directors, and committees, including financial reports, shall hold election of members of the Board of Directors, and shall transact such other business as shall be germane. Should the day designated for the annual meeting fall upon a bank holiday, the meeting shall be held on the next succeeding business day which is not a holiday. Notice of the meeting, signed by the Secretary or designee, shall be provided to the last recorded address of each member at least ten (10) days, and not more than ninety (90) days, before the meeting date. Notices shall set forth the place, date, time, and purposes of the meeting.

Section 2. Special Meetings. Special meetings of the membership may be called by the Board of Directors or by the Executive Committee, at their discretion. Upon the written request of the greater of either six (6) members of the membership-at-large or twenty-five percent (25%) of the membership-at-large submitted to the Secretary of the UKHA, the membership may petition the Board of Directors to call a special meeting in order to address specific issue(s) clearly identified in the petition, provided such issue(s) are deemed by the membership to be relevant. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the UKHA.

Section 3. Waiver. Notwithstanding any other provision herein, a meeting of the membership may be held at any time and at any place, and any action may be taken thereat, if notice is waived in writing by a quorum of the membership.

Section 4. Quorum. One-third of the members of the UKHA, when duly represented at any meeting in person or by proxy, shall constitute a quorum for the transaction of business.

Section 5. Voting. Any member may be represented at any meeting by its Representative or Alternate. Each member shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section 6. Proxies. Every member of the UKHA entitled to vote at any membership meeting thereof may cast its vote by proxy, upon due presentment of the proxy to the Secretary. In order to qualify for acceptance, a proxy shall be in writing, dated, signed by the Representative or Alternate; it shall also be revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be deemed invalid after 30 days from the date of its original execution.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Composition. The property, affairs, activities and business of the UKHA shall be vested in its Board of Directors. The initial Board of Directors shall be composed of the three (3) persons named in the Articles of Incorporation. Thereafter, the number of directors shall be fixed from time to time by resolution of the Board of Directors adopted by a majority of the entire Board of Directors; provided, however, that the number of directors shall not be less than three (3), nor more than twenty-five (25), nor shall any decrease in the number of directors, from time to time, shorten the term of any incumbent director. There shall be no more than thirteen (13) directors from the Sustaining Member class and no more than twelve (12) directors from the classes of Industry, Small & Medium Enterprise, Related Organisation, and University/Research Members. Directors need not be residents of the United Kingdom. Except as hereinafter provided, the directors shall be elected at the annual meeting of the membership by the affirmative vote of a majority of the members of the respective classes voting, in accordance with Article VI, Sections 2 through 5 hereof. As used in this Constitution, the term "entire Board" shall mean the total number of directors entitled to vote from time to time. Directors shall be elected by the members of their respective class.

Section 2. Election of Directors by Industry Members. At each annual meeting of the UKHA, the Industry Members qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seat(s) on the Board of Directors reserved for directors elected by Industry Members, as hereinafter provided. At all times, there shall be a minimum of two (2) Industry Membership seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for Industry Members according to the following formula:

$$\text{Number of} = \frac{\text{Industry Class Membership fees}}{\text{Industry Class Membership fees}} \times 12$$

Board seats Total Class Membership fees

where "Industry Class Membership fees" is equal to the annual membership fees for Industry Members during the proceeding fiscal year multiplied by the number of Industry Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Research membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by Industry Members shall be two (2).

Section 3. Election of Directors by Small & Medium Enterprise Members. At each annual meeting of the UKHA, SME Members of the UKHA qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seat(s) on the Board of Directors reserved for directors elected by SME Members as hereinafter provided. At all times, there shall be a minimum of two (2) Small & Medium Enterprise Membership seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for Small & Medium Enterprise Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{Small \& Medium Enterprise Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "Small & Medium Enterprise Class Membership fees" is equal to the annual membership fees for Small & Medium Enterprise Members during the preceding fiscal year multiplied by the number of Small & Medium Enterprise Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Research membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by Small & Medium Enterprise Members shall be two (2).

Section 4. Election of Directors by Related Organisation Members. At each annual meeting of the UKHA, Related Organisation Members of the UKHA qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seats on the Board of Directors reserved for directors elected by Related Organisation Members, as hereinafter provided. At all times, there shall be a minimum of two (2) Related Organisation seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for Related Organisation Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{Related Organisation Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "Related Organisation Class Membership fees" is equal to the annual membership fees for Related Organisation Members during the preceding fiscal year multiplied by the number of Related Organisation Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Research membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by Related Organisation Members shall be two (2).

Section 5. Election of Directors by University/Research Members. At each annual meeting of the UKHA, University/Research Members of the UKHA qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seats on the Board of Directors reserved for directors elected by University/Research Members, as hereinafter provided. At all times, there shall be a minimum of two (2) University/Research seats on the Board. The Board of Directors shall fix, from time to time, the number of seats available for University/Research Members according to the following formula:

$$\text{Number of Board seats} = \frac{\text{University/Research Class Membership fees}}{\text{Total Class Membership fees}} \times 12$$

where "University/Research Class Membership fees" is equal to the annual membership fees for University/Research Members during the preceding fiscal year multiplied by the number of University/Research Members in good standing on or preceding 5 April of that fiscal year, and "Total Class Membership fees" is equal to the sum of the "Class Membership fees" of the Industry, Small & Medium Enterprise, Related Organisation, and University/Research membership classes, provided, however, that any fractional remainder derived from the formula shall be rounded off to the nearest whole number.

In the event that this nearest whole number is less than two (2), the number of seats on the Board reserved for directors elected by University/Research Members shall be two (2).

Section 6. Limitation. If the total number of Board seats allocated in accordance with Sections 2, 3, 4 and 5 above exceeds twelve (12) or is less than ten (10) the total number of Board seats reserved for the Industry, Small & Medium Enterprise, Related Organisation and University/Research Members under this Constitution, the Board shall by resolution determine the number of Board seats to be allocated to each membership class, departing as little as possible from the allocation determined under Sections 2, 3, 4 and 5 above.

Section 7. Election of Directors by Sustaining Members. At each annual meeting of the UKHA, the Sustaining Members qualified and appearing on the roll of members shall independently elect by ballot directors to fill the seats on the Board of Directors reserved for Sustaining Members, as hereinafter provided. The Board of Directors shall fix, from time to time, the number of seats available for Sustaining Members according to the following formula: one (1) Sustaining Member seat on the Board of Directors for each Sustaining Member, not to exceed thirteen (13) seats.

Section 8. Term. The term of office for the members of the Board of Directors initially elected by their respective class shall be fixed at two (2) years, with unlimited consecutive terms, except as otherwise set by the Board of Directors.

Section 9. Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as it deems proper; (2) admit members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Board, or from other members of the UKHA; (4) audit bills and disburse the funds of the UKHA; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in hydrogen; (7) employ agents; (8) purchase, acquire, lease, transfer, or otherwise enter into arrangements involving real or chattel property; and (9) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the UKHA and to best protect the interests and welfare of the members.

Section 10. Meetings of the Board. Regular meetings of the Board of Directors shall be held immediately succeeding the annual election. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each Board member at least ten (10) days before the time appointed for the meeting. The Administrative Manager may, when he/she deems necessary, or the Secretary shall, at the written request of five (5) members of the Board, issue a call for a special meeting of the Board, and only five (5) days notice shall be required for such special meetings. Proceedings of the Board shall be conducted in accordance with Robert's Rules of Order.

Section 11. Quorum and Voting. One-third of the directors of the entire Board shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If a quorum is not present the meeting shall be adjourned to a later day, not more than ten days later.

Section 12. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by the Chair of the Board with the consent of a majority of the entire Board. Any person chosen to fill a vacancy on the Board of Directors pursuant to the provisions of this section shall hold office until the expiration of the term of the director whose position he/she was appointed to fill.

Section 13. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by an affirmative vote of two-thirds of the members present at any special meeting called for that purpose or a majority vote of the entire Board, whichever is greater.

Section 14. Election of Chair and Vice Chairs. The Board of Directors shall elect from its ranks a director to serve as Chair of the Board who shall be selected by a majority vote of the entire Board. The Board shall also select two Vice Chairs of the Board by a majority vote of the entire Board, one from among the directors elected by the Sustaining Members or the Industry Members and one from among the directors elected by a class of membership other than the Sustaining Members or the Industry Members.

Section 15. Executive Committee. The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board. The Executive Committee of the Board of Directors shall be comprised, at a minimum, of the Chair of the Board and the two Vice Chairs. The Executive Committee shall have the power to appoint such employees as may be necessary to conduct the business of the UKHA, and shall be empowered to act on behalf of the Board of Directors of the UKHA concerning any matter, whenever the Board of Directors is not in session. The Executive Committee shall be obligated to report on its actions to the Board of Directors at the next regular meeting of the Board or at a special meeting called for that purpose. Two members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee. Meetings of the Executive Committee may be called by any member of the Executive Committee or may be convened by the Administrative Manager. Commencing fiscal year 2006, the Executive Committee shall ensure that the Treasurer's accounts are reviewed at least once each year and ensure that a report thereon is presented to the Board. The Board may elect additional members to the Executive Committee to enable anticipated work to be carried out.

Section 16. Other Committees. The Board of Directors may fix such other standing and special committees as it deems appropriate from time to time.

Section 17. Committee Vacancies. The Chair of the Board shall fill any vacancies which occur on any committee of the Board of Directors provided such vacancy is filled by another director representing the same membership class of the director creating the vacancy, if possible.

Section 18. Administrative Manager. The Board of Directors shall appoint an Administrative Manager to manage the day-to-day operations of the UKHA. The Administrative Manager shall prepare programme plans, budgets, prepare reports, and other duties as directed by the Board or Executive Committee.

ARTICLE VII

OFFICERS

Section 1. Number: The officers of the Association shall be a Chair, one or more Vice Chairs, a secretary, and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors. The role of Secretary and Treasurer may be filled by the same person, at the discretion of the directors.

Section 2. Election and Term of Office: The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

Section 5. Chair: The Chair shall, when present, preside at all meetings of the members and of the directors or Executive Committee. He may sign, with the secretary or any other proper officer of the association thereunto authorized by the directors, agreements, resolutions, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by this Constitution to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the directors from time to time.

Section 6. Vice-Chair: In the absence of the Chair or in event of their death, inability or refusal to act, the Vice-Chair (or in the event there be more than one vice chair, the vice chairs in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chair. The vice chairs shall have such other powers and perform such other duties as may be prescribed by the chair or the directors from time to time.

Section 7. Secretary: The secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of this Constitution or as required, be custodian of the corporate records and of the seal of the corporation (if any) and keep a register of the post office, e-mail or facsimile addresses of each member which shall be furnished to the secretary by such member, have general charge of the membership books of the association and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chair or by the directors.

Section 8. Treasurer: If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association from any source whatsoever, and deposit all such moneys in the name of the association in such banks, trust companies or other depositories as shall be selected by the Board and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chair or by the directors.

Section 9. Compensation: The United Kingdom Hydrogen Association is an industry association, which relies on volunteers from amongst its members. No compensation is provided for directors or officers for the discharge of their duties as elected officers or directors.

ARTICLE VIII

OTHER PROVISIONS

Section 1. Notice. Whenever under the provisions of this Constitution, notice is required to be given, it shall not be construed to be limited to personal notice. Effective notice may be given in writing, by first class post, postage prepaid, by facsimile, electronic mail, or other written means, addressed to such recipient at the address designated for such purposes, or if no address is designated, at the recipient's last known address. Notice shall be deemed effective and given at the time at which the notice shall be deposited with the Royal Mail or effectively transmitted by any other means.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable law, the UKHA Articles of Incorporation, or this Constitution, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Indemnification. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, employee or other agent of the UKHA, or served any

other corporation, partnership, joint venture, trust or other enterprise in any capacity at the request of the UKHA, shall be indemnified by the UKHA, and the UKHA may advance his related expenses, including medical or attorneys fees, to the extent permitted by law.

Section 4. Insurance. The UKHA shall have the power to purchase and maintain insurance to indemnify (a) itself for any obligation which it incurs as a result of the indemnification of any person under the provisions of this Article or the provision of any law; (b) any person in an instance in which he may be indemnified by the UKHA under the provisions of this Article, or the provision of any law; and (c) any person in all instances, regardless of whether such indemnification is permitted by law, provided, however, that such contract or insurance satisfies the requirements imposed by law.

Section 5. Telephonic Meetings Approved. The UKHA shall permit its Board of Directors, its membership, and any committee thereof to conduct its meetings via telephonic, satellite, or other electronic means, provided, however, that the participants in all locations are permitted the opportunity to hear or have access to the same information and participate in the affairs of the meeting.

Section 6. Written Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the members, the Board of Directors or any committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by seventy-five percent (75%) or more of all of the Ordinary Members entitled to vote with respect to the subject matter thereof, or all of the directors, or all of the committee members, as the case may be. The written consents thereto by the Ordinary Members, directors or committee members shall be filed with the minutes of the proceedings of the corporation, the Board of Directors or the committee.

Section 7. Fiscal Year. The fiscal year of the UKHA shall close on 5 April of each calendar year.

Section 8. Seal. A seal is not required in the United Kingdom. The UKHA does not have a seal.

Section 9. Books and Records. The UKHA shall maintain its books and records in the offices of and under the control and possession of its Administrative Manager, its officers, its general solicitor, its accountant, and/or such other persons as may be approved by the Board of Directors.

ARTICLE IX

AMENDMENTS

Except as otherwise provided by law, this Constitution may be amended or repealed,

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or a new Constitution may be adopted by the affirmative vote of a majority of the entire Board of Directors at any regular, special or annual meeting of the Board.

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