

Duties of Directors and Officers

DIRECTORS

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.

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.

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.

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.

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

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.

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.

OFFICERS

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.

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.

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.

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.

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 document 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.

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.

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 document or as required, be custodian of the corporate records and keep a register of the postal, 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 or her by the Chair or by the directors. The initial Secretary is Karen Hall.

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.

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.

[Adopted by the UKHA Board of Directors on 16 May 2006]