

## **UNITED KINGDOM HYDROGEN ASSOCIATION MEMBER RIGHTS & RESPONSIBILITIES**

The UKHA is being established as a not-for-profit Limited Liability Company in England. The three Directors of the Company are to be the three founding members:

John Carolin of BOC;  
Ian Williamson of Air Products; and  
Alastair Rennie of AMEC

The named Secretary is to be Karen Hall of Technology Transition Corporation LTD.

The company is in process of being established through Companies House. Once established, a company registration number and VAT registration number will be available.

### PURPOSE

The organization acts on behalf of the interests of the UK hydrogen energy stakeholder members. The UKHA exists 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

### ACTIVITIES

The organisation is 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.

## MEMBERSHIP

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.

The UKHA has six classes of Members. The designations, qualifications, and rights of each class of Members are described in the document, “*Membership Classes*”.

Applying for Membership:

An organization or person eligible for membership in the UKHA may apply by filing a completed application with the Administrative Manager. Acceptance of the application is subject to 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.

Annual membership fees of new members shall be payable upon submission of an application. Applicants not elected to membership shall have their fees and membership fees refunded.

Termination of Membership:

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.

A member may also be suspended or expelled temporarily or permanently for cause. In addition, membership may be terminated for failure to pay membership fees within a reasonable period of time. For details about these procedures, please see “*Termination of Membership*”.

## 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*”.

## ANNUAL MEETINGS

An annual meeting of the membership will be held at a time and place set by the Board of Directors. At this 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. Additional details regarding meetings, including establishment of a quorum, voting, meeting notices, and proxies can be found in the membership document, "**Meetings**".

## BOARD OF DIRECTORS

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. 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 the membership document, "**Board Elections**". Directors shall be elected by the members of their respective class. The duties of Directors and Officers are described in the document, "**Duties of Directors and Officers**".

Meetings of the Board:

Regular meetings of the Board of Directors shall be held immediately succeeding the annual election. Other meetings may be held from time to time to conduct business of the organisation. Notice, Quorum, Voting, Removal of Directors, and Vacancies are covered in the document, "**Meetings**".

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