



UK Hydrogen and Fuel Cell Association Constitution

Subject to review and revision

Mission and objectives

The UK Hydrogen and Fuel Cell Association (UK HFCA) acts on behalf of its members to deliver the necessary support to help fuel cells and hydrogen become a key component of a low carbon economy. It provides an authoritative point of contact and a clear, informed and current view on research, development and demonstration priorities for Government, other funding agencies and key influencers.

The UK HFCA exists to provide value to its members by:

1. Advocating strongly for a positive social, political and economic environment for the development of hydrogen energy and fuel cells in the UK
2. Representing the shared interests of its members, using a collective approach to maximise impact and effectiveness.
3. Providing a voice to answer concerns and issues about hydrogen energy and fuel cells.
4. Giving guidance on research and deployment priorities.
5. Sharing non commercially sensitive information and facilitating knowledge transfer.
6. Promoting the development of best practice and its adoption in fuel cells and hydrogen.
7. Influencing government and company policies in the UK to support hydrogen energy and fuel cell research, development, demonstration and procurement.
8. Influencing the policies of public and private sector organisations to support hydrogen energy and fuel cell deployment in the UK.
9. Representing members' interests with European and International organisations and initiatives.

Membership

Membership is open to all UK registered organisations and individuals which / who support the Mission and objectives of the Association. A tiered

membership structure allows Members to choose their level of participation. Applications for membership will be approved by the Executive Committee.

Membership benefits

Members of the UK HFCA derive the following benefits:

- being part of a shared and powerful voice into Government;
- improved access to and awareness of funding opportunities, both in the UK and at the European level;
- greater awareness of developments and business opportunities in the fuel cell sector;
- better outcomes for fuel cells and hydrogen in the UK;
- networking through regular UK HFCA events;
- opportunities to attend events on behalf of UK HFCA;
- improved positioning of and opportunities for fuel cells as a consequence of outreach activities;
- brokerage opportunities;
- marketing and promotion opportunities (company logo on the website, inclusion in the UK capability guide etc.); and
- the chance to shape the direction and focus of the Association at the annual strategy workshop.

Membership categories, specific benefits and subscriptions

	Reduced rates for participation in UK HFCA events	Option to include UK HFCA logo on company material	Benefiting from outcomes of specific Association actions	Regular updates on plans, activities and outcomes	Participation at Annual Workshop to feed into strategy	Automatic Membership of Executive Committee	Subscriptions (£s)
Sustaining membership	✓	✓	✓	✓	✓	✓	6,000
Corporate membership	✓	✓	✓	✓	✓		3,000
Related organisation	✓	✓	✓	✓	✓		3,000

Small company ¹	✓	✓	✓	✓	✓		1,000
University / educational establishment / micro company ²	✓	✓	✓	✓	✓		500
Individual membership ³	✓		✓	✓			250

Corporate membership is intended for employees of the named member company. Parent or other related companies are expected to join in their own right if employees of those companies wish to receive member benefits. Membership may be withdrawn from any member who fails to comply with this Constitution.

Payment

The Association reserves the right to withdraw the membership of any Member whose fees have not been paid within ninety days of the due date; the Membership shall remain withdrawn until such time as they are paid.

Organisational structure

The UK HFCA is working to establish itself as a not for profit limited company – UK HFCA Ltd. As a result, certain points in this Constitution might be changed.

Executive Committee

The role of the Executive Committee will be:

1. To make proposals on strategic policy, management principles and overall direction of UK HFCA's activities, and to ensure that its Mission is fulfilled.
2. To take forward the collective views of the membership.
3. To scrutinise the secretariat team's activities in the day to day running and administration of UK HFCA.
4. To set membership fees (after the first year).

The Executive Committee will be composed of:

- i) a Chair and 2 deputy Chairs (see below)
- ii) a representative from each Sustaining member

¹ A small company is one having 10-50 employees

² A micro company is one with 10 or fewer staff

³ Individual membership is available to individual consultants, non-affiliated individuals and similar.

iii) four representatives nominated from the rest of the membership (excluding individual membership) for the first year of UK HFCA.

Election to the posts in item (iii) above shall be by self nomination and secret ballot. Elections will be held every two years. Sustaining Members are not eligible to vote for non Sustaining members of the Committee. The Chairman and deputy Chairmen shall be elected from and by members of the Executive Committee. The Executive Committee will meet at least quarterly.

The Chairman and deputies will serve for a minimum of 1 year and a maximum of 2 years in each term, with a maximum of 2 terms (subject to re-election at the end of the first term). After a "cooling-off" period of 2 years, an ex-chairman will be allowed to put themselves forward for re-election. In the event of only one nominee for election to either Chairman or deputy, all members will be entitled to vote, with requirement for at least 50% of any returned votes to be in favour for the nomination to be successful. In the absence of a 50% vote in favour, a new election will be called.

The minimum quorum for Steering Group meetings shall be 4 of the total number of Executive Committee members, including the Chairman or one of the deputy Chairmen. The aim will be to reach decisions through consensus. Where appropriate, voting will be by simple majority and the Chairman will have a casting vote.

Secretariat and Support Team

The secretariat and support team shall be responsible for delivering the agreed objectives, convening Executive Committee meetings and coordinating all communication activities. Synnogy Ltd. and TT Corp will jointly provide secretariat and support team services for a 6 months transition phase. The Executive Committee will define the future support and administration requirements for the UK HFCA and select a provider or providers for this service following the 6 months transition period.

Annual Strategy Workshop

All members will be entitled to attend the Annual Strategy Workshop. A key function of this event is to decide on the overall philosophy and priorities for the Association for the year ahead, which is then taken forward by the Executive Committee.

Sub-committees and working groups

Sub-committees and working groups may be formed in the future to address issues arising, subject to approval from the Executive Committee. These

groups do not need to be chaired by an Executive Committee Member. Sub-committees or working groups will not represent the Association without the consent of the Executive Committee.

Revision of the Constitution or membership conditions

Changes to the Constitution or membership conditions may be introduced subject to the approval of two thirds of the attendees at an Executive Committee meeting.