BYLAWS OF THE EUROPEAN INDUSTRY GROUPING FOR A HYDROGEN AND FUEL CELL JOINT TECHNOLOGY INITIATIVE

STATUTES OF "Hydrogen Europe"

Article 1 – Designation

As a result of the activities of the European Hydrogen and Fuel Cell Technology Platform, an international not-for-profit association is hereby formed under the name of "the European Industry Grouping for a Hydrogen and Fuel Cells Joint Technology Initiative", in accordance with Article 3 of the statutes hereinafter referred to as "Hydrogen Europe". This association is governed by the Belgian law of May 2, 2002.

Article 2 – Location

The head office of Hydrogen Europe is located at Avenue Marnix 23, 1000 Brussels, Belgium. The head office may be transferred to another location in Belgium pursuant to a decision of the majority of the Board.

Article 3 – Objectives

The establishment of Hydrogen Europe relates to the creation of a European public private partnership called the Fuel Cells and Hydrogen Joint Technology Initiative and stemming therefrom the creation of the Fuel Cells and Hydrogen Joint Undertaking (hereinafter referred to as "FCH JU"). Its activities benefit the energy security, the environment and European competitiveness in the framework of funded research and innovation under Horizon 2020, the European Union framework for research and innovation.

The main objective of Hydrogen Europe is to promote, support and accelerate the deployment of hydrogen and fuel cells technology by aligning the industry community and herewith increasing the effectiveness of the representation of this community.

Within this context, Hydrogen Europe is to position itself as the main association at the European Union level, directly representing key industry leaders, SMEs, national and regional associations in the field of hydrogen and fuel cells technology and providing them with an expert platform.

Hydrogen Europe's objective includes participation in the FCH JU which is carried out together with the European fuel cells and hydrogen research community (N.ERGHY) and the European Commission and which is established by Council Regulation (EU) no EU) No 559/2014 establishing the Fuel Cells and Hydrogen 2 Joint Undertaking published in the Official Journal L of the European Union of 6 May 2014 (hereinafter referred to as "FCH JU Regulation").

Hydrogen Europe's objectives further include development and strengthening of advocacy and visibility by disseminating information and educating policy-makers, thereby generating their support and positioning FCH JU as the key catalyst and coordinator of synergies with other European Union policies, schemes and public private partnerships.

For this reason, Hydrogen Europe adapted its structure on the basis of two groupings: the *Industry Grouping* which gathers industry members and industry supporters and the *Association Grouping* gathering national or regional associations.

In pursuing its objective, Hydrogen Europe may or will conduct the following activities (non-exhaustive list):

a) <u>General activities</u>
   - Hydrogen Europe represents the views and aspirations of the hydrogen and fuel cells technology sector in Europe
   - Hydrogen Europe seeks to promote hydrogen and fuel cells as clean and efficient technologies

- Hydrogen Europe is a dedicated resource for stakeholders wanting more information on the benefits hydrogen and fuel cells could bring to society, helping Europe address its climate and energy challenges and deliver a more sustainable economy
- Hydrogen Europe develops, in coordination with its members, the necessary materials, documents and position papers to achieve its mission
- Hydrogen Europe helps its members to develop their business activities in Europe and promote Hydrogen Europe activities and capabilities to the world
- Hydrogen Europe develops joint FCH sector visions, roadmaps and key performance indicators and ensure their efficient dissemination to policy-makers, key stakeholders and interested parties;
  Produce minutes, documents and sector position papers for internal and external communication
- Maintain appropriate roles and functions within the association in support of the above activities;

b) <u>Specific activities related to Hydrogen Europe industry membership</u>
- Hydrogen Europe ensures a coordinated industry position on the FCH JU process and activities;
- Hydrogen Europe actively participates as a member in the implementation and organisation of the FCH JU and in its decision making process, in particular its highest decision making organ and any other of its organs or committees, by electing and nominating from among the association's member representatives for such purpose and defining positions of the industry community;
- Hydrogen Europe regularly reviews FCH JU progress and make proposals for improvement if and when needed;
- Hydrogen Europe establishes application oriented industry Committees to support specific industry needs;
- Hydrogen Europe advocates and represents the interests of the industry within the FCH JU and about the FCH JU

C) Build a collaborative network of European, national and regional associations
The services of Hydrogen Europe are provided toMembers on an individual basis.

STRUCTURE OF THE ASSOCIATION

Article 3bis
The association is organised in two groupings:
1. the *Industry Grouping* which gathers Industry members and Industry supporters and
2. the *Association Grouping* gathering national or regional associations whose members are companies, and research organisations and/or public entities.

The Industry Grouping is the sole responsible for all the missions, rights and obligations provided by the FCH 2 JU regulation for the Industry Grouping.

The Association Grouping is the sole responsible for all activities related to Associations cooperation.

The two groupings work jointly on the development and strengthening of advocacy and visibility by disseminating information and educating policy-makers, citizens and other related economic sectors.

To take into account this two grouping structure, the following terminology is used in these bylaws:
1. *Industry member* refers to a private company that is a member of the industry grouping
2. *Supporter* refers to a private company that is a supporter within the industry grouping
3. *Association member* refers to an association that is member of the association grouping
4. *Member* refers to both *industry and association members*
5. *Industry board member* refers to a board member representing the industry grouping
6. *Association board member* refers to a board member representing the association grouping
7. *Board member* refers to both industry board members and association board members.

<u>MEMBERSHIP</u>

A. INDUSTRY MEMBERSHIP

Article 4 – Eligibility Criteria, Rights and Obligations, Membership Type and Termination

Article 4.1 – Eligibility criteria

Membership of Hydrogen Europe is open to companies meeting each of the following criteria:

1. (i) Companies established in a Member State of the European Union, or (ii) companies having their registered office, central or principal business location within a State (i) which is a contracting party to the European Economic Area Agreement or (ii) which is an Associated or Candidate Country to the European Union;

2. Companies with relevant activities in research & development, demonstration, industrialization or deployment of hydrogen and fuel cells and/or with concrete plans to do so in the near future within the European Union or the European Economic Area;

3. Companies sharing and supporting the objectives of the FCH JU.

Article 4.2 – Rights and Obligations

Industry Members shall have the following obligations:

- payment of an annual membership fee;
- payment of any part of the project contribution due pursuant to Article 10;
- incorporation of and/or adherance to, observance of and compliance with the contractual clause referred to in Article 10;
- reporting in accordance with the FCH JU Regulation on implementing additional activities outside the work plan of the FCH JU that contribute to its objectives.

Industry Members shall have the following rights:

- participation in the meetings of the General Assembly in the status of active participants, with the right to submit Industry member candidates for election to the Board, voice their opinion and vote;
- participation in the meetings of the Committees in the status of active participants, with the right to participate in the production and delivery of Committee documents;
- submission of industry member candidates for nomination and appointment to Hydrogen Europe's Coordination Group;
- submission of industry member candidates for nomination and appointment to Hydrogen Europe's Advocacy Task Force;
- exclusive right to shape the priorities of the FCH JU through Hydrogen Europe's contribution to and decision-making with respect to the FCH JU's annual and multi-annual work plans;
- privileged access to all Hydrogen Europe's documentation via the password protected Member part of the Hydrogen Europe website;
- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by Hydrogen Europe.

Industry Members shall qualify for participation in FCH JU projects under and pursuant to the FCH JU Regulation.

Article 4.3 – Industry Membership Type and Termination

Without prejudice to the termination provisions of this Article 4.3, the members' choice of membership type shall either be:

(i) for three years' membership;
(ii) or for one year membership.

The membership application shall include the choice of membership type.

If the membership application fails to indicate the choice of membership type, the applicant shall be deemed to have chosen for the one year membership type.

The one year membership type of expressed or deemed choice may at any time be converted by the member into the three years' membership type. The member shall notify the Secretariat, in writing and by registered mail, of the membership type conversion. The member's conversion to the three years' membership type shall take effect from the day of receipt by the Secretariat of the registered notification.

Membership termination must be effected by giving notice of termination to the Board (c/o the Secretariat), in writing and by registered mail, at least three months prior to the expiry date of the membership type of expressed or deemed choice, failing which membership type of expressed or deemed choice shall automatically be re-conducted on each such expiry date.

To facilitate recognition of additional activities delivered outside of the FCH JU work plan, it is strongly recommended that members who are or become FCH JU beneficiaries will not terminate their membership before the end of their FCH JU-supported project(s). Should a member wish to terminate membership commitment while in a project, the provisions set above and in Article 8 must be respected.

B. INDUSTRY SUPPORTERSHIP

Article 5 – Eligibility Criteria, Rights and Obligations, Duration and Termination and Evaluation

Article 5.1 – Eligibility Criteria

Supportership of Hydrogen Europe is open to companies meeting each of the following criteria:

1. (i) Companies established in a Member State of the European Union or (ii) companies having their registered office, central or principal business location within a State (i) which is a contracting party to the European Economic Area Agreement or (ii) which is an Associated or Candidate Country to the European Union;

2. Companies sharing and supporting the objectives of the FCH JU.

Article 5.2 – Rights and Obligations

Subject and without prejudice to the provisions of Article 5.4 below, supporters shall have the following obligations:

- payment of an annual supportership fee;
- reporting in accordance with the FCH JU Regulation on implementing additional activities outside the work plan of the FCH JU that contribute to its objectives.

Subject and without prejudice to the provisions of Article 5.4 below, supporters shall have the following limited rights:

- participation in the meetings of the General Assembly in the sole status of observer, without the right to submit candidates for election to the Board, nor voice their opinion, nor vote;
- participation in the meetings of the Committees in the status of passive participant, without the right to voice their opinion, nor participate in the production, delivery and receipt of Committee documents, nor the right to submit candidates for appointment to the Coordination Group;
- access, via the password protected part of the Hydrogen Europe website, to the minutes of the General Assembly and to other documentation that the Board, in its discretion, determines should be accessible to supporters.

Supporters shall not qualify as “members” when participating in FCH JU projects under and pursuant to the FCH JU Regulation.

Article 5.3 – Duration and Termination

Subject and without prejudice to the provisions of Article 5.4 below, supportership shall be for consecutive periods of one financial year each.

Subject and without prejudice to the provisions of Article 5.4 below, supportership shall automatically terminate at the end of each financial year. If, however, supportership status is renewed by the General Assembly pursuant to the provisions of Article 5.4 below, the Board through the Secretariat shall renew the supportership status for the next financial year unless it is terminated by the supporter by giving notice of termination to the Board (c/o the Secretariat), in writing and by registered mail, at least six calendar weeks prior to the end of the financial year.

Article 5.4 – Evaluation

The General Assembly shall, on an annual basis, evaluate the rights and obligations of supporters as well as the supportership fee.

On the occasion of the annual evaluation, and upon a proposal of the Board, the General Assembly shall have the right, without there being a requirement to change the present Bylaws, to suspend or abolish the supportership status, with or without immediate effect, or to approve (new) internal rules on duration and termination of supportership status, including in respect of the latter the determination as to whether or not the supportership fee shall be refundable and if so to what extent, and as the case may be to re-introduce the status of supportership, or to modify the rights and obligations of supporters and their supportership fee, all in line with its annual evaluation.

Supporters recognize that the limited rights conferred upon them by virtue of Article 5,2 above and the powers granted to the General Assembly under the provisions of this Article 5.4, reflect the association's encouragement of supporters to become full members of the association, thereby taking full advantage of the exclusive rights and benefits that come with membership status and of the exclusive privilege of members to shape the priorities of the FCH JU.

C. ASSOCIATION MEMBERSHIP

Article 5bis – Eligibility Criteria, Rights and Obligations, Membership Type and Termination

Article 5bis.1 – Eligibility criteria

Membership of Hydrogen Europe is open to Associations meeting each of the following criteria:

1. (i) Associations established in a Member State of the European Union, or (ii) associations having their registered office, central or principal business location within a State (i) which is a contracting party to the European Economic Area Agreement or (ii) which is an Associated or Candidate Country to the European Union;

2. Associations with relevant advocacy, regulatory, communication capacities supporting the development and deployment of hydrogen and fuel cells within their respective States and/or European Union or the European Economic Area;

Article 5bis.2 – Rights and Obligations

Association Members shall have the following <u>obligations</u>:

- payment of an annual membership fee;
- payment of any part of the project contribution due pursuant to Article 10;
- incorporation of and/or adherence to, observance of and compliance with the contractual clause referred to in Article 10;

Association Members shall have the following <u>rights</u>:

- participation in the meetings of the General Assembly in the status of active participants, with the right to submit candidates for election to the Board of the representative(s) of the Association grouping, voice their opinion and vote;
- submission of candidates for nomination and appointment to Hydrogen Europe's Advocacy Task Force;
- privileged access to all Hydrogen Europe's documentation via the password protected Member part of the Hydrogen Europe website;
- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by Hydrogen Europe.

Association Members shall not qualify as "members" when participating in FCH JU projects under and pursuant to the FCH JU Regulation.

Article 5bis.3 –Association Membership Duration and Termination

Without prejudice to the termination provisions of this Article, Association membership type shall be for 2 years.

Membership termination must be effected by giving notice of termination to the Board (c/o the Secretariat), in writing and by registered mail, at least three months prior to the expiry date of the membership failing which membership shall automatically be re-conducted for another 2 year period.

Article 6 – Application Procedure

Any company or association wishing to become a member of Hydrogen Europe shall comply with any and all guidelines for membership that are in the statutes of Hydrogen Europe.

Application for membership shall be directed to the Secretariat of Hydrogen Europe. Upon receipt of the application, the Secretariat of Hydrogen Europe will submit such application to the Board, which can make a determination of acceptance. In addition to the criteria stipulated in Article 4.1, a company or association will be deemed ineligible for membership only if the Board has material reasons to believe that the candidate is not a legitimate business or association or that its membership would damage the reputation or the work of Hydrogen Europe.

In case of ineligibility, the General Assembly decides on the rejection of the company or association membership upon a proposal of the Board, in accordance with Article 15(d).

The company or association membership is delayed until the decision of the General Assembly.

The same application, rejection and delay provisions of this Article 6 shall mutatis mutandis apply to supporters and their supportership status.

Article 7 – Suspension, Exclusion and Access to Documentation

Article 7.1 – Suspension and Exclusion

The Board shall have the right to suspend some or all of the membership rights of a member following that member being and whilst that member remains in default by reason of:

- either the non-payment of dues for a period exceeding three months after they become due, including non-payment by a member of his part of the project contribution due pursuant to Article 10,
- or the refusal to incorporate and/or adhere to, observe and comply with the contractual clause referred to in Article 10,
- or the failure to comply with the rules and regulations of Hydrogen Europe and the criteria for membership (Article 4) or any other criteria conflicting with the legitimate interest of Hydrogen Europe.

A defaulting member as specified above may be excluded from Hydrogen Europe on a proposal of the Board which is voted in favour by the General Assembly meeting the presence quorum stated in Article 17.

Prior to any vote on exclusion, the member will have the right to explain itself to the General Assembly.

If a company becomes bankrupt or otherwise insolvent, it is automatically excluded from Hydrogen Europe.

The suspension and exclusion provisions of this Article 7.1 shall also apply to supporters and their supportership status and rights by reason of non-payment of dues for a period exceeding three months after they become due, or in the event of a supporter failing to comply with the rules and regulations of Hydrogen Europe and the criteria for supportership (Article 5) or any other criteria conflicting with the legitimate interests of Hydrogen Europe.

Article 7.2 – Access to documentation

Any member which ceases to be part of Hydrogen Europe for any reason will no longer have any right or claim of access to Hydrogen Europe funds or documentation after the membership termination being effective.

Any company which ceases to be a supporter of Hydrogen Europe for any reason will no longer have any right or claim of access to the password protected Supporter part of Hydrogen Europe website after the supportership termination being effective.

BUDGET / DUES

Article 8 – Industry Membership Fee

For the entire duration of the relevant period of their membership type, three years' or one year membership, industry members shall be invoiced and shall pay an annual membership fee, consisting of:

(a) a fixed amount covering the operational cost of Hydrogen Europe, as proposed by the Board and approved by the General Assembly on an annual basis; and

(b) a variable amount to contribute to part of the running cost of the FCH JU's Programme Office, as proposed by the Board and approved by the General Assembly on an annual basis. This variable amount shall be established in relation to the annual contribution of Hydrogen Europe to the running cost of the FCH JU's Programme Office.

The industry membership fee level shall be established by the Board in accordance with and in relation to the definition and the differentiated size classification given by the European Community from time to time of Micro, Small, Medium and Large Enterprises (currently Recommendation 2003/361/EC regarding the SME definition).

The annual industry membership fee, consisting of (a) and (b) shall not exceed the amount of fifty thousand Euro per member.

The Board shall have the right to adopt rules on individual industry membership fee reduction within the context of existing members' introduction of new members to Hydrogen Europe.

The Board shall have the right, on an ad-hoc basis, to apply industry membership fee discounts for industrial companies who are members of associations, clusters or other groups joining Hydrogen Europe simultaneously as individual full members.

New industry members admitted to a membership type shall pay the full annual industry membership fee for the entire financial year if they are admitted in the first half of the relevant year. They shall pay half of the annual industry membership fee if they are admitted in the second half of the financial year.

If an industry member is excluded from Hydrogen Europe or if an industry member terminates its membership before the end of their full commitment, the industry membership fee shall remain payable, as the case may be, for the entire remainder of the three financial years' membership period in which case invoicing shall be for the total amount of the remainder of that membership period, or for the one financial year membership period in which the exclusion is effective.

The industry membership fee shall be payable by industry members within sixty calendar days of the issuance of the invoice thereof.

Article 8bis – Association Membership Fee

Association members shall be invoiced and shall pay an annual membership fee, consisting of a fixed amount covering the operational cost of Hydrogen Europe, as proposed by the Board and approved by the General Assembly on an annual basis; and

The membership fee level shall be established by the Board by taking into account the relative size of the country's population, the level of economic development and level of activities in the fuel cells and hydrogen sector of the country or region represented by the association.

The Board shall have the right, on an ad-hoc basis, to apply association membership fee discounts notably for associations which are part of the same country and join hydrogen Europe simultaneously as individual association members.

New association members shall pay the full annual membership fee for the entire financial year if they are admitted in the first half of the year. They shall pay half of the annual membership fee if they are admitted in the second half of the financial year.

If an Association member is excluded from Hydrogen Europe or if an association member terminates its membership before the end of the year, the association membership fee shall remain payable for the entire year.

The Association membership fee shall be payable by the association members within sixty calendar days of the issuance of the invoice thereof. If an association member does pay, a reminder will be sent by the secretariat

Article 9– Supportership Fee

Subject and without prejudice to the provisions in Article 5.4 above, the following provisions shall apply to the supportership fee.

Supporters shall be invoiced and shall pay an annual supportership fee, consisting of a fixed amount, as proposed by the Board and approved by the General Assembly on an annual basis.

The fee level shall be established by the Board in accordance with and in relation to the definition and the differentiated size classification given by the European Community from time to time of Micro, Small, Medium and Large Enterprises (currently Recommendation 2003/361/EC regarding the SME definition)

New supporters shall pay the full annual supportership fee for the entire financial year if they are admitted in the first half of that year. They shall pay half of the annual supportership fee if they are admitted in the second half of the financial year.

If a supporter is excluded from Hydrogen Europe, the supportership fee shall remain payable for the year in which the exclusion is effective.

The annual supportership fee shall be payable by the supporter within sixty calendar days of the issuance of the invoice thereof

Article 10 – Project Contribution

Project contributions shall be due to Hydrogen Europe in order to cover the additional part of the contribution of Hydrogen Europe to the running cost of the FCH JU incurred by the Programme Office, Hydrogen Europe or N.ERGHY while delivering FCH JU activities in line with the FCH JU regulation.

The project contribution level shall be percentage based on the total amount of grants to be received from the call budget by project consortium partners under FCH JU projects pursuant to the FCH JU Regulation. The project contribution shall be used towards funding the additional part of the annual contribution of Hydrogen Europe to the running cost of the FCH JU in line with the principles and governance rules jointly agreed by Hydrogen Europe and N.ERGHY in the project contribution agreement.

The Board shall decide on the relevant percentage applicable to project contributions on a per call basis. The Board shall have the right to set differentiated project fee levels, in recognition of and compliance with the obligation to grow Hydrogen Europe's membership as expressed by and in the FCH JU Regulation.

Each project contribution shall be imposed and collectable and collected by means of a contractual clause to that effect in the consortium agreement relating to the specific FCH JU project.

The contractual clause for the relevant FCH JU project shall be incorporated in the relevant consortium agreement. No such clause shall provide for payment of the contribution to the project fee prior to the first payment instalment received by the member-beneficiaries under the relevant FCH JU project. Each such clause shall provide for payment of the project contribution from and under the first payment instalment received by the member beneficiaries under the relevant FCH JU project.

Each member who is the beneficiary of a grant under a specific FCH JU project shall be under the obligation to adhere to and comply with the contractual clause and contribute to the payment and/or collection and/or

transmittance of the project contribution in accordance with the contractual clause for the relevant FCH JU project and incorporated in the consortium agreement for that project.

The obligation of the member to pay his part of the project contribution shall survive his membership termination or exclusion.

The obligations of the member-coordinator resulting from and under the contractual clause shall survive his membership termination or exclusion.

In the case of the failure by a member or former member to pay his part of the project contribution in accordance with the provisions of the contractual clause, Hydrogen Europe shall immediately upon that failure and automatically have a direct claim by way of invoicing against that member or former member for the payment of his part of the project contribution.

In the case of the failure by the member-coordinator or former member-coordinator to collect one or more other payments toward the project contribution in accordance with the provisions of the contractual clause, Hydrogen Europe shall immediately upon that failure and automatically have a direct claim by way of invoicing against those members beneficiaries or former member beneficiaries of the relevant FCH JU project for the payment of their uncollected part of the project contribution.

In the case of the failure by the member-coordinator or former member- coordinator to transmit in accordance with the provisions of the contractual clause collected payments toward the project contribution, Hydrogen Europe shall immediately and automatically have a direct claim by way of invoicing against that member-coordinator or former member-coordinator for the payment of the collected and non-transmitted parts of the project contribution.

In the case of the failure by the member-coordinator to incorporate the contractual clause into the consortium agreement or to render it binding vis-à-vis one or more other members beneficiaries, Hydrogen Europe shall immediately upon that failure and automatically have a direct claim by way of invoicing against all members beneficiaries or the relevant members beneficiaries of the FCH JU project for the payment of their part of the project contribution. Collection of the project contribution in this way shall not, however, occur prior to the first payment instalment received by the (relevant) members beneficiaries under the relevant FCH JU project.

Should the Board consider that the circumstances surrounding a specific FCH JU project are such that collection of the project contribution by means of the contractual clause and its incorporation into the consortium agreement is unfeasible, or if it transpires that these circumstances have made the incorporation of the contractual clause impossible, Hydrogen Europe shall have a direct claim by way of invoicing against all members beneficiaries of the relevant project for the payment of their part of the project contribution. Collection of the project contribution in this way shall not, however, occur prior to the first payment instalment received by the member-beneficiaries under the relevant FCH JU project.

Article 11 – Liability

Each member and supporter is obliged to pay the amount of the annual fees proposed by the Board and approved annually by the General Assembly in accordance with Articles 8, 8bis, and 9 respectively, each member is obliged to pay the amount of his part of the project contribution due in accordance with Article 10, and each member-coordinator is obliged to collect and transmit the project contribution in accordance with Article 10. Members and supporters are not liable for any other financial or other commitments of Hydrogen Europe.

Article 12 – Financial Year

The financial year-end of Hydrogen Europe is December 31.

ORGANIZATION

Article 13 – Structure

The structure of the association shall be as follows:

(a) The General Assembly

(b) The Board (elected by the General Assembly)
(c) The Special Advisory Group (appointed by the Board and assigned to the “Membership/JU Commitment” Chair)
(d) The Secretariat (appointed by the Board)
(e) The Committees (as approved by the General Assembly)
(f) The Industry Coordination Group (nominated by the Committees and appointed by the Board)
(g) The Association Group composed of the representatives of all Association members
(h) The Advocacy task force (appointed by the Board)

GENERAL ASSEMBLY

Article 14 – Composition

(a.1) The General Assembly of Hydrogen Europe shall be composed of all members of Hydrogen Europe. Members have voting rights, on a one vote per member basis.

Supporters shall have the right to attend the General Assembly, without having voting rights.

An extraordinary General Assembly may be convened whenever necessary, at the discretion of the Board or at the request of not less than thirty percent of the members.

(a.2) Depending on the topic, discussion and votes will be organised by grouping or with all the members.

- Discussions and votes will be limited to Industry Members for matters related to FCH JU, for the election or dismissal of Industry board members
- Discussion and votes will be limited to Association members for matters related to the election or dismissal of association board member(s).
- Discussion and votes will be organised with all members for all other matters.

(a.3) The General Assembly shall, as a matter of routine, be convened by the Board of Hydrogen Europe at least once a year within six months after the financial year-end.

(b) The notice of the proposed agenda for the General Assembly shall be circulated by the Board to the members and supporters at least twenty working days prior to the date of the General Assembly, by ordinary letter or email.

(c) The members shall be free to suggest any other items to be added to the proposed agenda. The final agenda shall be circulated to the members and supporters not less than ten working days before the General Assembly.

(d) No decision may be taken by the General Assembly on an item not included in the final agenda unless all members are present and unanimously vote for the inclusion of such an item into the agenda.

(d) Members and supporters shall be represented at the General Assembly by a duly authorized executive. The person must be indicated by the member or the supporter company to the Secretariat at the moment of joining Hydrogen Europe as a member or becoming a supporter of Hydrogen Europe. If the industry member, the association member or the supporter company wants to change its representative, it should notify the Secretariat at least ten calendar days in advance to the upcoming General Assembly.

Article 15 – Responsibilities and Powers

The powers of the General Assembly are to:

(a) Elect the members of the Board representing the two groupings, and, should the case arise, dismiss them;
(b) Approve the Board’s report on the activities of Hydrogen Europe and the progress associated to the FCH JU during the previous year and plans for the coming year;
(c) Approve the annual accounts of the previous year and the budget for the coming year;
(d) Decide on the rejection of applicants and the exclusion of members and supporters upon proposal of the Board;
(e) Evaluate and modify the rights and obligations of supporters and the supportership fee and, as the case may be, suspend or abolish or re-introduce the status of supportership;
(f) Decide on amendments of the statutes of Hydrogen Europe and dissolution of Hydrogen Europe;
(g) Decide on the adoption of internal rules of the Hydrogen Europe and amendments thereof;
(h) Deal with other relevant business.

The General Assembly will adopt decisions according to the presence and decision quorum requirements as stated in Article 17, except in the following cases when a two-third majority decision quorum is required:

- Approving the budget
- Rejection of companies and exclusion of members and supporters
- Dissolution of Hydrogen Europe
- Changes to the Statutes
- Election of the Board members (in this case the rule applies by grouping)

Article 16 – Organization of General Assembly Meetings

The meeting is presided by the Chair, who normally should be the Chair of the Board. If the Chair is unable to attend, either the Transport Chair or the Energy Chair shall take the chair.

A member unable to attend a General Assembly meeting may give the power of attorney to another member to participate in the meeting and exercise its vote. A member can only represent one other member. Notification of the proxy has to be sent to the Secretariat in advance to the General Assembly.

The minutes of the meeting are drafted by the Secretariat, sent within ten working days to the members who were present at the meeting for their comments within ten working days from dispatch of the draft minutes, signed by the Chairperson distributed to all the members and supporters as final version within thirty working days of the meeting and the original is kept in a separate register at the head office.

Article 17 – Presence and Decision Quorum Requirements

In general, decisions are taken by the majority of members present or represented, unless provided otherwise in the statutes of Hydrogen Europe.

In order to represent a quorum and thus be able to take decisions at a General Assembly at least 40% of the membership must be present. In the event that the presence quorum is not met, the General Assembly shall be convened a second time, with not less than two weeks' notice, stating the time and place for the meeting. In this case the General Assembly will be held without the presence quorum requirement.

THE BOARD

Article 18 – Composition and Rotation

§1 Hydrogen Europe is administered by a Board composed of representatives of the two groupings.

§2 The number of Industry board members shall correspond to the required number of physical persons to represent Hydrogen Europe in the governing board of FCH JU (as referred to in Article 19(b)), who will be elected among the representatives of the industry members of Hydrogen Europe with a multi-annual membership commitment.

Industry Board members shall have a specific responsibility, as follows:

1. one Industry board member shall be the Chair;

2. one Industry board member shall be the Treasurer;

3. one Industry board member shall be elected as "Transport" member (the "Transport Chair");

4. one Industry board member shall be elected as "Energy" member (the "Energy Chair");

5. one Industry board member shall be elected as "Energy Transition Solutions" member (the "Energy Transition Solutions Chair"); and

6. one Industry board member shall be the "Membership/JU Commitment" member (the "Membership/JU Commitment Chair"), in charge of the efficient organisation, management, compliance and progress review of FCH JU activities and requirements.

Where there is no candidacy for either of the Transport Chair, Energy Chair, Energy Transition Solutions Chair or general Board member, the Board shall propose a candidate who shall be endorsed and so appointed to the Board by the General Assembly.

With respect to company size, industry sectors and geography the Board's composition shall be in compliance with the following:

- at least one Industry board member shall represent the interests of Hydrogen Europe's Micro, Small and Medium sized members as these are defined and classified by the European Community from time to time (currently Recommendation 2003/361/EC regarding the SME definition); and

- the General Assembly shall strive to compose a Board that is reflective of a high level of representativeness in terms of members' nationalities, company size, industry sectors as well as in terms of major stakeholders in the hydrogen and fuel cells field and applications as specified in Article 22.

The Board shall designate among its industry members the Chair, the Treasurer and the Membership/JU Commitment Chair.

With a view to supporting the tasks of the Membership/JU Commitment Chair, a Special Advisory Group shall be created by the Board composed of maximum five Hydrogen Europe members. The members shall be appointed by the Board on the basis of their proven experience with compliance, internal ethics and committed size of contribution to the FCH JU activities and requirements. Hydrogen Europe members appointed by the Board to the Special Advisory Group shall automatically be member of the special advisory group at the level of the FCH JU. The organisation and management of the group's support function shall be established by the Membership/JU Commitment Chair in consultation with the Hydrogen Europe Board and the members appointed to the Special Advisory Group.
The Industry members of the Board shall be duly authorized executives of their respective companies who are highly committed persons and are prepared to dedicate appropriate amount of effort, time and presence to the activities of Hydrogen Europe.

The Industry Board members are appointed in person for a term of two years. They can be elected for maximum two terms. The term for any individual shall consequently be limited to a maximum of four years. However, upon Board proposal, where the Industry Board demonstrates that it is in the imperative interest of Hydrogen Europe's operation and management for a certain Industry Board member to serve a third term, the General Assembly may appoint that Industry Board member for such third term The General Assembly decides on an individual basis. No Board member can be appointed for such third term unless in accordance with the two-third majority decision requirement of Article 15.

On the occasion of a launch of each new generation of the FCH JU and to ensure continuity between program periods, existing Industry board members may decide to propose their on-going mandates for re-election by a 2/3 majority of votes, independently of the number of terms up to this date. If elected, their mandate is extended for another period of 2 years.

To provide continuity, no more than two-thirds of the Industry board members shall exit at any given and same time. In case more than two-thirds of the Industry board members exit at any given and same time, the General Assembly shall elect among the exiting industry board members standing for re-election, the industry member or industry members who shall serve as Industry board member for a further term of two years, thereby reducing the number of exiting industry board members to the maximum of two-thirds allowed. This continuity provision shall not be applied in a way that would derogate from the provision according to which a Industry board member can be elected for maximum two terms.

§3 The number of association board members is dependent on the number of association within the association grouping. Up to ten member associations, one Association board member seat will be allocated for the representation of Associations within Hydrogen Europe. Above ten member associations, two association board member seats will be allocated for the representation of Associations within Hydrogen Europe. In the event that two association board members are available, those association board member positions shall not be occupied by the same Association Member or from the same Association Member country

An Association Board member shall act as the representative of all association members, he/she shall not act as representative of his/her own association nor of his/her country or region.

The (or of the) Association Board member will chair the Association Group.

The Association Board member(s) is/are appointed in person for a term of two years. They can be elected for maximum two terms. The term for any individual shall consequently be limited to a maximum of four years.

§4 The Board shall propose, for adoption by the General Assembly, internal rules governing the detailed election process for Board membership other than the process of election of a Board member for a third term.

Article 19 – Responsibilities & Powers

The Board has the most extensive powers for the administration and management of Hydrogen Europe, with the exception of the powers reserved to the General Assembly. More specifically, the Board will, inter alia:

- Decide on membership and supportership issues, i.e. acceptance, suspension and access to documentation;
- Propose and implement decisions with respect to membership and supportership issues, i.e. rejection, exclusion, new membership types and changes to supportership status;
- Decide on membership fee and value issues, i.e. fee inducements and value increase initiatives, events and other advantages linked to membership;
- Decide on project contribution issues, i.e. applicable percentage, differentiation of contribution levels, the collection mechanism and the management of these funds in line with the joint agreement between Hydrogen Europe and N.ERGHY;
- Decide on organizational issues, i.e. membership of the Special Advisory Group, Chair of the Coordination Group, Committee leaders and terms and conditions of the Secretariat's powers of representation;
- Propose and implement decisions with respect to organizational issues, i.e. candidates for Board membership in circumstances where there is no candidacy and the creation of new roles and functions within the association, including as the case may be the role and function of an External Communications Officer responsible for planning, delivery and reporting on advocacy and external communication activities;
- Propose annual strategic communication plans and decide on the implementation modalities of any decision in respect thereof;
- Decide on the establishment of new communication platforms with other fuel cells and hydrogen sector players;
- Prepare the annual accounts and the annual budget;
- Prepare internal rules;
- Develop strategic vision for the longer term development and positioning of Hydrogen Europe

a) Representation at the level of Hydrogen Europe

Legal representation of Hydrogen Europe towards any and all third parties as well as in court, arbitration or mediation proceedings is by two members of the Board acting jointly. Members of the Coordination Group shall be entrusted with ad hoc representation tasks in the areas of their expertise upon terms and conditions as directed by the Board.

The Secretariat shall be entrusted with powers of representation and external communication in accordance with terms and conditions laid down to that effect by the Board. The Board shall at all times have the right to amend the terms and conditions as it sees fit, or to terminate or re-install the powers with or without immediate effect, in whole or in part.

b) Representation at the level of the Governing Board of the FCH JU

All Industry board members of Hydrogen Europe shall be members of the Governing Board of the FCH JU.

In this capacity, the Industry board members of Hydrogen Europe supervise the activities of the FCH JU Programme Office in order to ensure that its actions are in accordance with the objectives of the FCH JU Programme.

The Industry board members shall, in this respect, inter alia:

- Consult with the Industry members of Hydrogen Europe at least every time before and after the Governing Board meeting of the FCH JU and in accordance with Article 19. This shall be done through communication and interaction with Industry members or with the Coordination Group;

- Reach agreement within Hydrogen Europe on issues to be discussed at the Governing Board of the FCH JU, and in accordance with Article 20(d) it shall subsequently act in accordance with this decision when representing Hydrogen Europe in the Governing Board of the FCH JU. On issues that have not yet been agreed upon in accordance with Article 20(d), the Industry board members are allowed to discuss but not to take any official position;
- Report to the Coordination Group and, in accordance with Article 15(b) to the Industry members of Hydrogen Europe on the progress associated to the FCH JU.

Article 20 – Board Meetings

(a) The Board will be convened by the Chair at least four times a year and upon request of any Board member on the basis of thirty working days' notice.

(b) In the event of a Board member's absence, the absent member of the Board may nominate another member of the Board to exercise his/her vote before the date of the Board meeting with a written proxy to the Chair and the Secretariat with a copy to the designated person. A Board member can only represent one other Board member.

(c) The agenda for the Board meetings shall be circulated to the Board members at least ten working days in advance, through letter or emails.

(d) Decisions of the Board require a presence quorum and a majority of two thirds of all Board members.

(e) Meetings of the Board should be held in person. If a Board Member is unable to participate in person he/she may participate by video or telephone allowing simultaneous conversation. A member of the Board taking part in a Board meeting through such means shall be deemed to be present in person at the meeting and shall be entitled to vote.

(f) The minutes of Board meetings shall be drafted by the Secretariat, and within ten working days sent to the Board members who were present at the meeting for their comments within five working days from dispatch of the draft minutes. The minutes shall be signed by the Chair distributed in its final version to the members of the Board within thirty working days after the Board meeting and kept in a separate register at the head office within thirty working days after the Board meeting. The outcome of the Board meetings shall be distributed to the members of Hydrogen Europe for information.

THE SECRETARIAT

Article 21

(a) The Secretariat of Hydrogen Europe, which may be a legal entity, a management company or individuals, is appointed by the Board for a term of three years, renewable each time for terms of three years.

(b) The Secretariat shall be responsible, inter alia, for the organization of meetings, the execution of Hydrogen Europe's agenda and will support the activity of the Board, the Coordination Group, the Special Advisory Group, as the case may be the External Communications Officer, and the General Assembly, as and when requested by the Board and as the case may be upon terms as directed by the Board.

(c) The Secretariat will attend the meetings. The Secretariat will support the meetings as and when requested by the Board.

THE INDUSTRY GROUPING COMMITTEES and COORDINATION GROUP

Article 22

The General Assembly will establish the Committees. The purpose of the Committees is coordination of specific industries within Hydrogen Europe and communication with the members of the Board through the Coordination Group.

The following five Committees shall be established:

- Committee 1: Fuel Cells for Vehicles (Transport)

- Committee 2: Transport Infrastructure (Transport)
- Committee 3: Energy to Hydrogen (Energy)
- Committee 4: Fuel Cells for Power (Energy)
- Committee 5: Energy Transition Solutions (Cross-cutting).

The General Assembly, deciding in accordance with Article 15, may establish other and/or additional committees.

The Committees shall be composed by representatives of the Industry members of Hydrogen Europe. Industry members of Hydrogen Europe participate in the Committees according to their field in hydrogen and fuel cells applications.

Each Committee shall nominate a leader from among its members. The nominations must be endorsed by the Board.

The Committee leaders shall, together with the Coordination Group Chair, constitute the Coordination Group.

The Coordination Group shall be presided over by a member of one of the Committees (the "Coordination Group Chair") who shall be appointed to this function by the Chair of the Board.

The Coordination Group shall serve the purpose of supporting and strengthening the Committees and their members in their duty of close cooperation and connection, coordinating Committees and their members' input in the FCH JU and advocacy, linking and connecting the Committees and their members to the Board, and assisting the Board in the organisation and management of FCH JU activities and requirements. Its operational organisation shall be developed and established by the Coordination Group itself in consultation with the Board.

In establishing connection between individual Committee activities, input and progress review to and with individual Board members, the leaders of the Fuel Cells for Vehicles and Infrastructure Committees shall in particular connect to and with the Transport Chair, the leaders of the Energy to Hydrogen and Fuel Cells for Power Committees shall in particular connect to and with the Energy Chair, and the leader of the Energy Transition Solutions shall in particular connect to and with the Energy Transition Solutions Chair.

The activities and tasks of the Coordination Group shall be coordinated by the Coordination Group Chair. The Coordination Group Chair may in addition be entrusted by the Board with ad hoc tasks.

The Board and the Coordination Group shall meet in full and discuss and consult in relation to their respective activities, progress and FCH JU and advocacy input at least twice a year.

The Board shall propose, for adoption by the General Assembly, internal rules governing the proper operation and functioning of the Committees.

THE ASSOCIATION GROUP

Article 23

The Association Group shall be composed of the representatives of all Association members.

The Association Group shall serve the purpose of building and strengthening a real collaborative network of associations.

The Association Group should develop its operational organisation and its work programme in consultation with the Board and the Secretariat. It will foster close cooperation and connection between the Association members and the action of Hydrogen Europe in particular in the fields of advocacy, communication and awareness raising.

It may also develop joint projects beyond the activities of Hydrogen Europe.

The activities and tasks of the Association Group shall be coordinated by its Chair with the support of the secretariat.

THE ADVOCACY TASK FORCE

Article 24

The General Assembly will establish the Advocacy Task Force

The purpose and activities of the task force shall be notably

- Definition and preparation of position papers

- Monitor all legislative activities in the EU.
- Crosscheck with legal issues in the EU Member States
- Organise Hydrogen Europe Members' contributions to legislative proposals (also by the tools of the internal website).
- Convene Regularly to discuss current issues.
- Support the Advocacy work of the Secretariat and the Board

The task force will be chaired by the Secretary General and work under the final authority of the board.

The composition of the task force will be decided by the Board after a request for declaration of interest from members. To ensure consistency and proper coordination with other activities of Hydrogen Europe it should include one representative of the Industry Coordination Group and one of the Association Group.

AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

Article 23 – Amendment

Any proposal for the amendment of these statutes shall be submitted in writing to the Board in order to include it in the agenda for the next General Assembly. In order for the Board to consider this proposal, such a proposal must be supported by at least twenty-five % of the members. The amendment of the statutes shall be adopted by the General Assembly in accordance with Article 15.

Article 24 – Dissolution

Any proposal for the dissolution of Hydrogen Europe shall be sent to the Chair who will submit it to the Board in order to include it in the agenda for the next General Assembly. In order for the Board to consider this proposal, such a proposal must be supported by at least twenty-five % of the members. Dissolution of Hydrogen Europe shall be adopted by a two-third majority of the members present or represented.

In case of dissolution of Hydrogen Europe, the Board shall act as liquidator and decide on the distribution of any balance remaining after discharging the Hydrogen Europe's liabilities. This distribution will be done in proportion to the contributions paid by the members and the supporters as far as the remaining balance is concerning the members' and supporters' contribution.

INTERNAL RULES

Article 25

The Board, where it is required to do so and further also as it deems it necessary, proposes and the General Assembly decides on the adoption of internal rules of Hydrogen Europe and the amendments thereof.

The internal rules shall serve the purpose of ensuring the proper functioning of Hydrogen Europe and of its organizational structure.

In particular, the internal rules shall contain provisions which clarify, interpret or implement the provisions of Hydrogen Europe's present statutes.

The internal rules may not conflict with the Hydrogen Europe's statutes.

The internal rules and the amendment thereof shall be adopted by the General Assembly in accordance with Article 15.

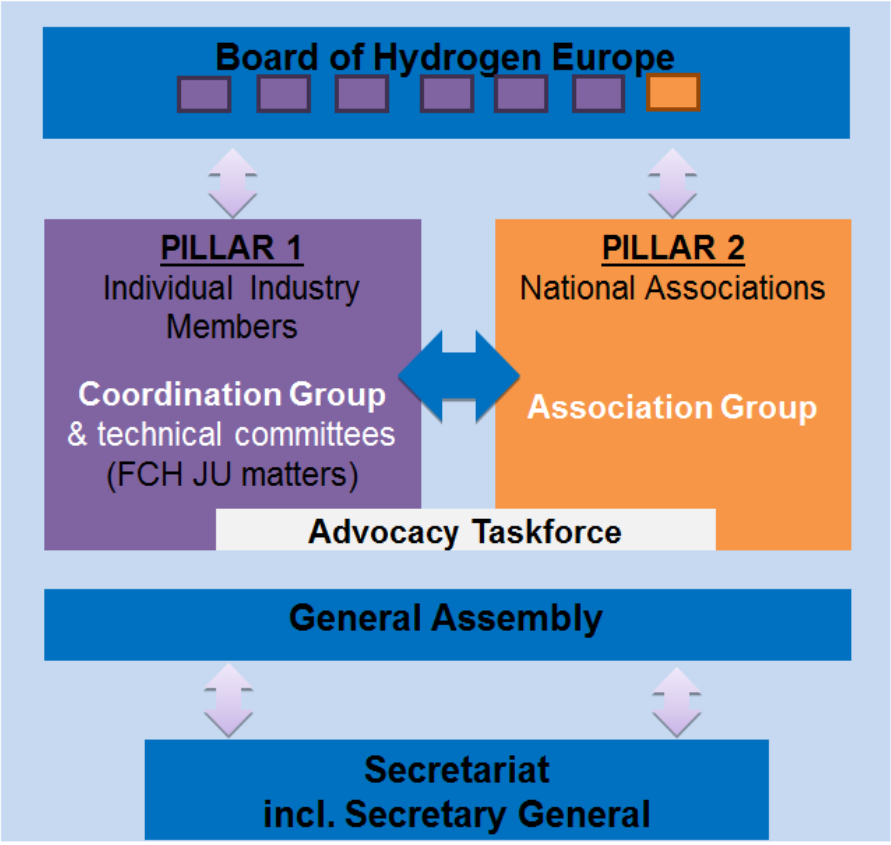
Article 26 – Language

The working language of Hydrogen Europe shall be English.

Article 27 – Applicable law

Everything not provided for in the present statutes must conform to the law of Belgium.

Annex 1 – Structure of Hydrogen Europe



FCH 2 JU	Chair	Treasurer	Transport	Energy		Energy transition solution	Membership JU commitment	Association board member
	Industry Grouping							Association Grouping
	Chair of Coordination Group	CL1: Fuel Cells for Vehicles	CL2: Transport infrastructure	CL3: Energy to Hydrogen	CL4: Fuel Cells for Power	CL5: Energy Transition Solutions	Special Advisory Group	Chair of Association Group
	Committees	1	2	3	4	5		

Hydrogen Europe INTERNAL RULES

Hydrogen Europe IASBL INTERNAL RULES

The present internal rules have been adopted by the General Assembly of Hydrogen Europe of 30 June 2014 in accordance with Article 25 of the statutes.

The internal rules are aimed at clarifying, interpreting or implementing certain provisions of the statutes.

In case of conflict between the statutes and the internal rules, the provisions of the statutes take precedence.

Article 18 of the Statutes

1. According to Article 18 of the statutes, internal rules governing the detailed Board election process other than the process of election of a Board member for a third term, shall be established. According to Article 14 of the statutes, the General Assembly should be organised by grouping when organising the election of the board members. The elections sessions are organised by the Chair of the General Assembly. If the two groupings organise their elections in parallel, the chair may delegate someone else to organise the election in one of the grouping.

2. **Industry Board member candidacy**

2.1. On the occasion of each forthcoming Board election, the Board shall inform the Industry members of Hydrogen Europe of the nature of the Board election and whether the Board election is for :

- general Board member;
- the representation of Hydrogen Europe's Micro, Small and Medium sized members as these are defined and classified by the European Community from time to time (currently Recommendation 2003/361/EC regarding the SME definition);
- the Transport Chair;
- the Energy Chair;
- the Energy Transition Solutions Chair;
- the exiting Board member or members in the circumstances as provided for by the continuity provision of Article 18 of the Statutes.

2.2. Every Industry member of Hydrogen Europe with multi-annual membership commitment has the right to submit the name of one candidate Industry board member. Candidate Industry board members shall represent industry member with multi-annual membership commitment.

2.3. Subject and without prejudice to the provisions set out in 2.2. above, the candidacy must not be restricted to one single Industry Board vacancy. If applicable and as the case may be, the candidacy may be for more than one or for several of the Industry Board vacancies at any given time.

One candidate cannot, however, be elected into more than one Industry Board position.

The candidacy indicates the Industry Board vacancy or vacancies election for which the candidate Industry Board member is standing. It further indicates whether it concerns a candidacy for re-election, whether in the circumstances as provided for by the continuity provision of Article 18 of the Statutes or otherwise. It must also state whether or not it is submitted by a member of Hydrogen Europe's Micro, Small and Medium sized members as these are defined and classified by the European Community from time to time (currently Recommendation 2003/361/EC regarding the SME definition).

2.4. When submitting a candidacy for the Transport Chair, the Energy Chair or the Energy Transition Solutions Chair, it is required for the relevant member's industry sector to reflect or correspond with the topical focus of the relevant Committee that the member, through his candidate, is seeking to represent.

2.5. An Industry member must submit the candidacy to the Secretariat, in writing and at least ten working days in advance of the General Assembly deciding on the Board election.

2.6. The candidacy submitted by the Industry member must include a detailed CV of the candidate Board member, as well as the brief description of the eligibility of the candidate for each of the Board vacancies election for which

the candidate Board member is standing, in view of the requirements contained in article 18 of the statutes, and in particular describing and demonstrating the candidate's time availability, commitment and vision.

3. Election of Industry Board Members

3.1. The Chair of the General Assembly informs the Industry members present of the number of Industry board members that must be elected, the nature of the Board election and of the number of candidates for each relevant election. The Chair mentions to the General Assembly the name of each candidate and of the Industry member that each candidate is representing.

The Chair mentions to the General Assembly that the Board election as the case may be is for or includes, and mentioning the name of each candidate and of the member that each candidate is representing:

- Industry general Board member;
- the Industry Transport Chair;
- the Industry Energy Chair;
- the Industry Energy Transition Solutions Chair;
- the exiting Industry Board member or members in the circumstances as provided for by the continuity provision of Article 18 of the Statutes.
- the representative of Hydrogen Europe's Micro, Small and Medium sized members as these are defined and classified by the European Community from time to time (currently Recommendation 2003/361/EC regarding the SME definition).

Each of the election of the Industry general Board member, Industry Transport Chair, Industry Energy Chair and Industry Energy Transition Solutions Chair is subject to an own and separate voting process.

The election of the Industry general Board member and the Industry Energy Transition Solutions Chair may require the election of the representation of Hydrogen Europe's industrial gas members. In the case that, on the occasion of such Board election, no industrial gas members are represented on the Board or are no longer represented, the election shall be for the representative of such members.

The election of the Industry general Board member, Industry Transport Chair, Industry Energy Chair and Industry Energy Transition Solutions Chair may require the election of the representation of Hydrogen Europe's Micro, Small and Medium sized members as defined by the European Community from time to time (currently Recommendation 2003/361/EC regarding the SME definition). In the case that, on the occasion of a Board election, no such members are represented on the Board or are no longer represented, the election shall be for the representative of such members.

If applicable, the Chair mentions to the General Assembly that the continuity provision of Article 18 of the Statutes applies and that accordingly the General Assembly shall first proceed to the election of the exiting Board member or members standing for re-election, thereby reducing the number of exiting Board members to the maximum allowed by that Article 18.

3.2. An Industry candidate Board member must be given the opportunity to briefly present his or her candidacy or candidacies to the General Assembly deciding on the Board election.

3.3. The Chair of the General Assembly decides on and allocates the timeframe within which each candidate Board member may present his or her candidacy or candidacies prior to the General Assembly deciding on the Board election.

3.4. Following the candidates' presentations, the Chair of the General Assembly explains the voting procedure.

3.5. Two candidate Board members.

3.5.1. A member may vote for one candidate only.

3.5.2. The election is subject to open voting, by hand-raising.

An external and independent auditor (the "auditor"), contracted by the Board for that purpose, is in charge of the vote count.

The auditor communicates the result of the vote count to the Chair of the General Assembly.

The Chair of the General Assembly subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.

3.5.3. The candidate receiving at least two-thirds of the votes of the members present or represented is elected as Board member.

3.5.4. If neither of the two candidates receives the required majority of 3.5.3., a second voting round is held.

3.5.5. At the simple request of a member present or represented, the General Assembly shall vote on the question of open or closed voting of the second voting round. The decision is taken by simple majority of the votes of the members present or represented. In the case of equality of votes, the vote of the Chair of the General Assembly shall decide. The auditor is in charge of the vote count and of the communication of the result thereof to the General Assembly.

If the decision is for closed voting, the procedure as set out below shall apply.

The auditor distributes as many voting ballots as there are members present and represented. The voting ballot of a member represented is handed to the member present and representing the absent member in accordance with the provision of Article 16 of the statutes.

Each voting ballot must, at the risk of nullity, mention the following and the following only:

- the name of the member;
- the name of its duly authorized executive;
- if applicable, the name of the member represented;
- the name of the one candidate Board member voted for.

At the end of the voting round, the auditor collects the voting ballots and proceeds to the counting of the votes.

The result of the vote count is communicated by the auditor to the Chair of the General Assembly.

The Chair of the General Assembly subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.

3.5.6. The candidate receiving in the second voting round the simple majority of the votes of the members present or represented is elected as Board member.

3.5.7. In the case of equality of votes in the second voting round, the vote of the Chair of the General Assembly shall decide.

3.6. More than two candidate Board members.

3.6.1. A member may vote for one candidate only.

3.6.2. The election is subject to open voting, by hand-raising.

The auditor is in charge of the vote count.

The auditor communicates the result of the vote count to the Chair of the General Assembly.

The Chair of the General Assembly subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.

3.6.3. The candidate receiving at least two-thirds of the votes of the members present or represented is elected as Board member.

3.6.4. If neither of the candidates receives the required majority of 3.6.3., a second voting round is held.

3.6.5. The two candidates with the highest number of votes proceed to the second voting round.

3.6.6. The second voting round is subject to open voting, by hand-raising.

The auditor is in charge of the vote count, and the procedure of 3.6.2. shall apply.

3.6.7. The candidate receiving in the second voting round at least two-thirds of the votes of the members present or represented is elected as Board member.

3.6.8. If neither of the two candidates receives the required majority of 3.6.7., a third voting round is held.

3.6.9. At the simple request of a member present or represented, the General Assembly shall vote on the question of open or closed voting of the third voting round. The decision is taken by simple majority of the votes of the members present or represented. In the case of equality of votes, the vote of the Chair of the General Assembly shall decide. The auditor is in charge of the vote count and of the communication of the result thereof to the General Assembly.

If the decision is for closed voting, the procedure as set out in 3.5.5. above shall apply.

3.6.10. The candidate receiving in the third voting round the simple majority of the votes of the members present or represented is elected as Board member.

3.6.11. In the case of equality of votes in the third voting round, the vote of the Chair of the General Assembly shall decide.

3bis Candidacy and election for Association board member(s)

3bis.1 The Board shall inform the Association members of Hydrogen Europe of the forthcoming election of Association board member(s)

3bis.2 Every Association member of Hydrogen Europe has the right to submit the name of one candidate for the position of Association board member.

3bis.3 Association members must submit their candidacy to the Secretariat, in writing and at least ten working days in advance of the General Assembly deciding on the Board election. The candidacy submitted by the Association member must include a detailed CV of the candidate and a note demonstrating the candidate's time availability, commitment and vision for the position.

3bis.4 The Chair of the General Assembly or his/her delegate informs the Association members present of the number of Association board members that must be elected, and of the number of candidates. The Chair or his/her delegate mentions to the General Assembly the name of each candidate and of the association member that each candidate is representing.

3bis.5. An Association candidate Board member must be given the opportunity to briefly present his or her candidacy or candidacies to the General Assembly deciding on the Board election. The Chair of the General Assembly or his/her delegate decides on and allocates the timeframe within which each candidate Board member may present his or her candidacy prior to the General Assembly deciding on the Board election.

3bis.6 Following the candidates' presentations, the Chair of the General Assembly or his/her delegate explains the voting procedure.

If there are two posts, the election is organised post by post

a) An Association member may vote for one association candidate only.

b) The election is subject to open voting, by hand-raising. At the simple request of a member present or represented, the General Assembly shall vote on the question of open or closed voting

c) An external and independent auditor (the “auditor”), contracted by the Board for that purpose, is in charge of the vote count.

d) The auditor communicates the result of the vote count to the Chair of the General Assembly or his/her delegate.

e) The Chair of the General Assembly or his/her delegate subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.

f) The candidate receiving at least two-thirds of the votes of the members present or represented is elected as Association Board member.

g) If no candidate receives two-thirds of the votes, a second vote is organised between the two candidates that received the highest number of votes of the members present or represented, a second voting round is held.

h) The candidate receiving in the second voting round at least two-thirds of the votes of the members present or represented is elected as Board member.

i) If neither of the two candidates receives the two third majority of a third voting round is held. The decision is taken by simple majority of the votes of the members present or represented.

j) In the case of equality of votes, the vote of the Chair of the General Assembly or his/her delegate shall decide.

4. Board membership resignation, vacancy and withdrawal

4.1. An individual Board member may resign from position, in writing and by registered mail addressed to the Board.

4.2. Upon receipt of the letter of resignation, the Board shall inform the members of Hydrogen Europe of the notified resignation.

4.3. Within twelve weeks from receipt of the letter of resignation, the Board shall organize a Board election with a view to replacing the resigning Board member. The Board, taking into account the provisions as set out in 2.2., 2.3. and 3.1. above, invites the members or, as the case may be, relevant members of Hydrogen Europe to submit candidacy.

4.4. Until the Board election of 4.3. takes place., the resigning Board member shall maintain position and perform his or her duties provided that he or she is still representing the member of Hydrogen Europe under whose candidacy he or she was elected. If the resigning Board member no longer represents that member, the remaining Board members shall divide his or her tasks and responsibilities as between themselves and until the Board election of 4.3. takes place.

4.5. If and as from the moment in time Board membership is terminated for reason of incapacity or death and as a result a vacancy arises, the provisions of 4.2. and 4.3. shall mutatis mutandis apply. The remaining Board members shall divide the tasks and responsibilities of the relevant Board member as between themselves and until the Board election filling the vacancy takes place.

4.6. If and as from the moment in time a member of Hydrogen Europe withdraws, for any reason whatsoever, from elected Board membership representation, that member shall immediately inform the Board thereof, in writing and by registered mail, and the provisions of 4.2. and 4.3. shall mutatis mutandis apply. Withdrawal shall be under the conditions of 4.4.

4.7. If an individual Board member no longer represents the member of Hydrogen Europe under whose candidacy he or she was elected, the relevant member of Hydrogen Europe shall immediately inform the Board thereof, in writing and by registered mail, and the provisions of 4.2. and 4.3. shall mutatis mutandis apply. The remaining Board

members shall divide the tasks and responsibilities of the relevant Board member as between themselves and until the Board election replacing him or her takes place.

5. Termination of membership of Hydrogen Europe

5.1. If and as from the moment in time a company ceases to be a member of Hydrogen Europe, for any reason whatsoever, and that former member was represented on the Board, the provisions of 4.2. and 4.3. shall mutatis mutandis apply.

5.2. The relevant Board membership representation shall terminate with effect from the company ceasing to be a member of Hydrogen Europe, and the remaining Board members shall divide the tasks and responsibilities of the relevant Board member as between themselves and until the Board election replacing him or her takes place.

Article 22 of the Statutes

1. According to article 22 of the statutes, internal rules governing the proper operation and functioning of the Industry Committees shall be established.

2. Industry Committee participation and composition

2.1. Each Industry Committee shall nominate from among its members a leader for endorsement of each such nomination by the Board.

Each such nomination must be notified to the Board (c/o Secretariat). The Board (c/o Secretariat) notifies endorsement to the nominated leader.

2.2. Participation in and membership of an Industry Committee is open to each member of Hydrogen Europe, who may elect to participate in and be member of one or more other of the Committees.

2.3. Choice for participation in and membership of an Industry Committee must be notified by the member of Hydrogen Europe to the Secretariat, by e-mail.

The Secretariat notifies the member's choice to the chairperson of the relevant Industry Committee who subsequently invites that member to the meetings and activities of the Industry Committee.

2.4. Participation of supporters in a Industry Committee is limited to observer status. A supporter may elect to have observer status in one or more other of the Industry Committees.

2.5. Choice by a supporter for observer status in a Industry Committee must be notified by the supporter to the Secretariat, by e-mail. The Secretariat notifies the supporter's choice to the chairperson of the relevant Industry Committee who subsequently notifies that supporter of the meetings and activities of the Committee where the supporter shall have observer status.

2.6. The leader of an Industry Committee is responsible for communication between and cooperation by the Industry Committee on the one hand and the Board on the other hand, in the framework of Hydrogen Europe's Industry Coordination Group and its activities.

2.7. The leader of an Industry Committee appoints a Industry Committee member as deputy who will be responsible for presiding over the meetings of the Industry Committee in his or her absence.

2.8. The leader of an Industry Committee may appoint a member of his or her Industry Committee or a person who works for the same member of Hydrogen Europe whom he or she represents, to assist with the execution of his or her Industry Committee duties, without however being released from his or her responsibility for the proper performance of these duties. In the case of assistance by a person who works for the same member of Hydrogen Europe whom the Committee leader represents, approval is required from the Industry Committee in accordance with the decision making process described in 4. below.

3. Industry **Committee meetings**

3.1. An Industry Committee meets at least four times a year, either physically or by teleconferencing. A physical meeting must take place at least once a year.

3.2. At the request of at least one third of the Industry Committee members, the leader of the relevant Committee shall organize any meetings additional to those of 3.1.

3.3. The leader of the Industry Committee circulates a meeting agenda at least five working days in advance of the meeting.

3.4. Each meeting is minuted by a Industry Committee member designated by the leader of the Industry Committee. The minutes of each meeting, containing as a minimum any decisions taken and action points made, shall be circulated for review among the Industry Committee members present at the relevant meeting, within ten working days following the meeting.

3.5. Within twenty-one working days following the meeting, the meeting minutes are sent to the Secretariat.

The Secretariat subsequently makes the meeting minutes available to the members of Hydrogen Europe and to the Board.

3.6. At the request of the Board, the Secretariat may provide any further and other logistical assistance in the organization of the Committee meetings.

4. Industry **Committee decision making**

4.1. Any decisions and action points are taken and made by consensus.

4.2. Absent a consensus, the Industry Committee decides by simple majority voting of its members present.

In the case of equality of votes, the vote of the leader of the Industry Committee shall decide, with the exception of the nomination decision referred to in 2.1 above where the Board shall decide.

4.3. At simple request of a Industry Committee member present and voting, the minority voting position shall be included in the meeting minutes, for information purposes.

5. Industry **Committee role and duties**

5.1. An Industry Committee, through its leader and his or her role in Hydrogen Europe's Coordination Group, has a consultative, supporting and contributing role towards the Board.

5.2. The leader shall at times submit its Industry Committee' views, input and proposals to the Coordination Group.

5.3. The leader of the relevant Industry Committee shall communicate the Industry Committee's views, input and proposals to the Industry Coordination Group, and he or she shall explain the Industry Committee's position with respect to and reasoning behind the Industry Committee's view, input or proposal.

5.4. The Industry Coordination Group shall take a Industry Committee's views, input and proposals into due account when developing its own FCH JU views and proposals towards the Board.

5.5. An Industry Committee is responsible for the execution of the following tasks, in line with the (annual) priorities given by the Board:

5.5.1. Develop and submit on an annual basis input for the FCH JU Programme Office's Annual Implementation Plan.

5.5.2. Through its leader and his or her role in the Industry Coordination Group, advise the Board on matters which are within the domain of or are relevant to its application area.

5.5.3. Develop or facilitate the development of commercialization plans for its application area and sub-sectors thereof.

5.5.4. Consider and address issues which span the scope and operation of several or all of the Industry Committees.

5.5.5. Through its leader and his or her role in the Industry Coordination Group, report regularly to the Industry Coordination Group on progress made in the Committee's activities, report once a year to the General Assembly on progress made in the Industry Committee's activities and submit a brief description thereof for inclusion in the Board's annual report.