European Heat Pump Association – EHPA
Association internationale sans but lucratif
1040 Bruxelles, Rue d’Arlon 63-67
Table of content

Title I: the Association...........................................................................................................3
   Article 1 – Identification, Name......................................................................................3
   Article 2 – Registered office .........................................................................................3
   Article 3 - Duration ........................................................................................................3
   Article 4 – Working language ........................................................................................3
   Article 5 - Objectives and Aims.....................................................................................3

Title II: Members of the Association .....................................................................................4
   Article 6 – Membership ................................................................................................4
   Article 7 - Membership Fees..........................................................................................6
   Article 8 - End Membership.........................................................................................6

Title III: Organisation...........................................................................................................7
   Article 9 - Structure .......................................................................................................7
   Article 10 – General Assembly .....................................................................................7
   Article 11 – The Board..................................................................................................9
   Article 12 – Committees & Working groups ................................................................10
   Article 13 - The Secretary General .............................................................................11

Title IV: Resources of the Association-Accounting .............................................................11
   Article 14 - Resources of the Association ..................................................................11
   Article 15 - Auditors .....................................................................................................11

Title V: Modification of statutes, Dissolution of the Association ..........................................12
   Article 16 – Modification of statutes ........................................................................12
   Article 17 – Decision on the modification of statutes ..................................................12
   Article 18 – Change of statutes coming into effect.......................................................12
   Article 19 - Dissolution of the Association ................................................................12
   Article 20 - Devolution of Assets ................................................................................12
   Article 21 - Notification .................................................................................................12
   Article 22 - Arbitration .................................................................................................13
   Article 23 – Salvatory clause.......................................................................................13
Title I: the Association

Article 1 – Identification, Name
The association is an international non profit association named European Heat Pump Association (Association européenne pour les pompes a chaleur). The acronym is EHPA in all languages. It is constituted under the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundations, and its subsequent amendments.

The complete denomination and the acronym can be applied together or separately.

Article 2 – Registered office
2.1 The Association's registered office shall be located in a municipality in Belgium.

2.2 The registered office has been established at Rue d’Arlon 63-67, B-1040 Brussels.

2.3 The registered office may be transferred to any other location within the Region Wallonne or the Region of Bruxelles-Capitale by a decision of the Board. Otherwise the statutes are to be translated. The new address of the registered office of the association must be published in the Annexes to the Belgian Gazette.

Article 3 - Duration
EHPA is constituted for an unlimited time.

Article 4 – Working language
The working language of EHPA is English. All internal documents and information are written in English, except for the statutes and any other document, which, according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, must be published in the Belgian Official Journal (Le Moniteur Belge). These documents will be written in French. The English translation of these documents will have no legal validity.

Article 5 - Objectives and Aims
EHPA is a non-profit international non-governmental organisation. Its objectives are the study and promotion of the heat pump technology and the use of renewable energy from air, water and ground and/or to improve energy efficiency.

The association shall perform all activities necessary to attain the above purposes and amongst others:
• to act as a body which promotes awareness and proper deployment of heat pump technology in the market place for residential, commercial and industrial applications;
• to disseminate information and educational materials suitable for end-users, energy
advisers, training of installers, bore-hole drillers and other parties involved in the supply chain and sales channel of heat pumps;

- to coordinate education, training and certification of heat pump experts;
- to undertake strategic studies with the EU and other interested bodies;
- to provide technical and economic advice to European, national and local authorities in legislative, regulatory and energy efficiency matters;
- to coordinate labelling initiatives for heat pumps and advising on labelling for residential housing (this includes setting up a required certification infrastructure);
- to liaise with other organisations with similar aims in Europe and world wide;
- to exchange experiences on market penetration and on overcoming barriers to the acceptance of the technology;

Title II: Members of the Association

Article 6 – Membership

6.1 General requirement

The activities of each member must demonstrate that it supports the market development and proper deployment of high quality heat pumps in a sustainable way.

All organisations legally constituted in Europe including national and regional associations, suppliers, utilities, individual manufacturers, research institutes, energy efficiency agencies and networks and international organizations may become full members of the association.

The scope of Europe for the purpose of these statutes is defined by its geographical boundaries. Countries with a share of their land-mass in Europe and areas belonging to Countries in Europe are considered European.

Organisations outside Europe may become associate members.

6.2 Categories of members

EHPA has the following categories of members:

1. Full members:

a) European interest groups, national associations: related associations at European, national or regional level.

b) Commercial enterprises: companies involved in the planning, production or distribution of heat pump systems, heat pumps and/or components. This includes (but is not limited to): manufacturers, architect, engineers, consultants as well as utilities.
c) Research institutes, governmental organisations and universities: companies and institutions that provide services to the heat pump industry. (Members in this category must have a not-for-profit status).

2. Associate member:
Organisations legally constituted outside Europe and individual or moral person can take part in the Association's activities upon agreement of the Board as:
   - Observers
   - Sponsors: giving financial support to the Association

Associate members will be part of EHPA mailing list and will have access to all information publicly available. They can attend EHPA events. Associate members shall have no voting rights at the General Assembly or within any corporate body of the association.

3. Honorary Members
   “Honorary member” is a title granted freely to legal entities or individuals in recognition of eminent services rendered to EHPA. An honorary member has only voting rights if he is still a full member, which is impossible if the honorary member is an individual.

6.3 Admission of new Members
Any organisations and/or persons whose goals are in line with the membership requirements may, at any time, apply to become a member of EHPA. Admission requires a written application to be sent to the Board. After it has received the full record of the applicant, the Board will decide on behalf of all members and within a period of 2 months. This resolution does not need to be justified and shall specify the obligations of the new Member.

The reserves the right to refuse an application for membership. In this case, the applicant may apply to the General Assembly for a revision of this decision. The General Assembly can overrule the Board decision with a 2/3 majority of all casted votes. The applicant will be informed in writing.

New membership becomes effective immediately after the decision is sent.

Each new Member shall be entitled to all the provisions of these articles as well as any other decisions or internal regulations subject to the payment of the membership fee.

6.4 Resignation/Withdrawal
A Member may withdraw from the grouping by notification in writing to the Board two months in advance of the date of the effectiveness of such deregistration. In no event shall the resignation affect compliance with the financial obligations of the Member which shall be satisfied until the resignation takes effect. During the two months period, the Member concerned shall keep all its rights and obligations towards the association.

Membership fees paid for the calendar year will not be refunded due to resignation.
6.5 Rights and obligations of Full Members

The Full Members shall have the following rights:
• To participate in the activities organized by the association to achieve its purpose.
• To take advantage of the opportunities and benefits that the association may obtain.
• To make suggestions to the members of the Board and the Board to improve the performance of the purposes of the association.
• To be called to and to attend the meetings of the General Assembly, with the right to speak and to vote.
• To be informed of the state of the accounts of the association.
• To be informed of the resolutions adopted by the General Assembly and by the Board.

The Full Members shall have the following obligations:
• To contribute financially by paying the Membership fees.
• To notify the association of the domicile and email address of their representatives at the meetings of the General Assembly and of the Board.
• To aid at all times the development of the association, contributing actively to its activities.

Article 7 - Membership Fees

Members have to pay an annual fee based on the assigned membership category (determined by the self-declared turnover by the member). Turnover means turnover generated from activities related to heat pump technology.

The membership fee is due on second of January for the full calendar year. For new members it is due for the calendar year in which the application was accepted. The fiscal year for the association runs from January 1st to December 31st.

Article 8 - End Membership

Membership may end:

1. by resignation (see article 6.4)

2. by exclusion
   Any Member may be excluded if that Member:
   • commits serious breaches of the terms of the statutes;
   • fails to adequately contribute to the efficient functioning of the association;
   • behaves in such a way that the association is likely to be brought into discredit;
   • seriously fails in its obligations or causes or threatens to cause serious disruption in the operation of the association;
   • enters into bankruptcy, insolvency, cessation of payments, judicial agreement or any other measure according to its national legislation; or
• does not fulfil its financial obligations, i.e. payment of its membership fee one week before the date of the ordinary General Assembly.

Exclusion is proposed and justified by the Board. It requires a 2/3 of all Board members. Affected Board members are excluded from the vote. The Member whose membership is at stake will be informed on the proposed exclusion. The excluded member may appeal within 4 weeks to the General Assembly by written means addressed to the President for a revision of the Board decision. The General Assembly can overrule the Board decision with a 2/3 majority of all cast votes.

The member will be informed in writing.

As soon as the decision of removal is final the removed Member shall immediately cease to be a Member. The removed Member shall forthwith cease to use the name or indicate in any manner whatsoever that it is or was connected with the association. The removed Member shall remain liable towards the association and its Members for any costs, claims or expenses which may have been incurred by the association by reason of the act or omission of the Member removed.

**Title III: Organisation**

**Article 9 - Structure**

The European heat pump association has the following bodies:

• A General Assembly
• A Board
• A Secretary General
• Technical Committees
• Working Groups

Technical Committees, to be responsible for relevant issues.
Working Groups to provide expert advice to the technical committees and the Board.

**Article 10 – General Assembly**

10.1. Composition of the General Assembly

The General Assembly consists of all full members.
All members of the associations will be invited to the General Assembly meeting.

10.2 Tasks of the General Assembly
The General Assembly of Members can take all decisions necessary for the accomplishment of the purposes of the association. It determines the general policy of the association and can give all injunctions to the Board in that respect.

More precisely it has the following authorities:

- To approve the membership fees.
- To examine and approve the accounts.
- To approve or reject any proposal made to it by the Board.
- To designate the auditor.
- To appoint the members of the Board.
- To grant release to the Members, the Board and to the statutory auditor.
- To alter the association’s purpose.
- To change the statutes of the association.
- To decide on the dissolution of the association.
- To overrule the Board decision affecting the removal of a Member.

10.3 – Organisation of the meetings
A General Assembly shall be held at least once a year, in Europe, before the end of May to approve the accounts of the previous business year, of the management report of the Board. Additional meetings of the General Assembly shall be extraordinary.

The General Assembly shall not require a physical meeting of its members and can, for instance, also be held by conference call or video conference. Decisions of the General Assembly may also be taken by email-voting. In this case, all members must be informed on open issues in written.

The calls for meetings of the General Assembly shall contain all the items on the agenda to be discussed and the date and place of the meeting. The calls shall be sent in writing (i.e. by letter, facsimile, email or by any other written means) by the President or the Secretary General by written request from the President to all the Members, at least 20 days in advance of the date of the meeting. Members may request the inclusion of additional items in the agenda until 14 days prior to the meeting. All requests must be made in writing to the President or to the Secretary General, who shall remit the full agenda, including all the proposals received, to all the Members within three further calendar days.

Minutes of the General Assembly shall be issued after each meeting and kept at the registered office in an electronic register, such minutes are signed by the President and by the Secretary General or another Board member. The minutes will be made available in electronic form to all full members!

10.4 Voting rights, voting procedure and required majority

The General Assembly may validly deliberate only if at least half (50%) of the full members are present or represented legitimately. If this quorum is not reached, a second meeting
shall be convened, with an interval of at least 15 days and shall validly deliberate regardless of the number of full members present or represented.

Each full member is entitled to a single vote. Every Member can give a power of attorney by way of letter, facsimile, email or by any other means to another Member or a non Member to represent him and to vote on his behalf. Any such resolution must be sent to the Board in due time before the General Assembly. It is the members’ responsibility to make sure that the Board can take note of his/her representation.

No full member may hold more than five power of attorneys.

The resolutions shall be adopted by a simple majority of votes except as provided for in these Articles and for the following changes for which two-third majority of votes is required:
• To modify the statutes of the association;
• To modify the part to be contributed by each member in the financing of the association.

Decisions adopted by the General Assembly shall be by show of hands or in writing and be recorded in minutes signed by the President and the Secretary General and held in a register by the Secretary General (at the registered office, available for consultation by all full members).

In case of a formal voting procedure executed via email, the members can express their vote by email or any other written mean. In such case, the members shall vote within 20 days from the date the vote is requested. If any member does not provide his vote within the aforementioned period, its vote shall be considered as an abstention.

**Article 11 – The Board**

11.1 Structure of the Board

The Board has to consist of individuals each representing a Full Member. They govern the activities of EHPA.

At least half of the Board members have to be representatives of heat pump manufacturers or manufacturers of components or pieces of heat pumps.

The Board can have up to nine (9) voted members. The number of Board members has to be less then the number of members of the association (-1)

The Board consists of:

A. three Executive members who are elected among the Board members:

• A President to represent the association to other institutions as well as to lead the General Assembly and the Board meetings.
• A Vice-President to assist the president.
• A Treasurer to be responsible for the finances and accounts.

B. Up to six non-executive members

The Board meeting is called for by the President or the Secretary General. The call is to be sent by letter, fax, email or any other means of communication. A Board member can be represented by another Board member. He can hold an unlimited number of power of attorneys. Decisions by the Board are taken by simple majority, unless the statutes foresee a different majority. In case of a tie vote, the vote of the President prevails.

The Board members shall individually be elected by the General Assembly for a two year term. A simple majority is required. Re-election is possible. If a Board member resigns during his mandate, the Board will designate a temporary replacement for the period running until the next General Assembly where a vote of the new Board member will be done.

11.2 Responsibilities of the Board
The Board has all the powers of management and administration subject to the powers of the General Assembly. It may delegate the daily management to the President or Secretary General or another administrator or an authorized representative. It may also, under other, confer under its responsibility certain and defined powers to one or more persons.

The Board can only validly deliberate if at least 50% of its members are present or represented.

Resolutions are listed in a register signed by the President and the Secretary General or by two Board members and retained by the Secretary General who will keep it available to the members.

All acts engaging the association, except special procuration, are signed by an executive Board member and another Board member, or an executive member and the General Secretary who will not have to justify to third parties their powers of representation for this purpose. Legal proceedings as plaintiff or defendant shall be followed by an executive member of the Board.

**Article 12 – Committees & Working groups**
Technical committees may be set up with the approval of the Board.
Working groups: the Board as well as the technical committees can set up working groups to work on specific fields within their area of expertise. Working groups can be transformed to technical committees upon request and by decision of the Board.

Each technical committee or working group will report yearly or upon request to the Board or the General assembly.

Membership, voting procedures, activities and financing of each committee/working groups are governed by individual rules and regulations documents to be set up by the respective group. Each document needs to be approved by the Board.

**Article 13 - The Secretary General**
A Secretary General can be appointed by the Board. He will participate in all Board meetings *(ex officium)*. The Secretary General manages the daily operations of the association. He is entitled to act and to sign on behalf of the association within the limits of the annual budget.

The Secretary general closely coordinates the management of the association with the Board. He executes decision taken by the Board and documented in its minutes. Decisions affecting the daily operation of the association including the purchase and hiring of goods and services up to an amount defined by the Board can be validly realized by the Secretary General.
This limitation is not enforceable towards third parties

**Title IV: Resources of the Association-Accounting**

**Article 14 - Resources of the Association**
The resources of the Association shall be composed of:

- Membership fees and voluntary donations paid by Members,
- any advances or subsidies made by its Members or by other national or international bodies,
- income from its works and publications,
- subventions from public or private bodies,
- income from its investments,
- all other resources subject to the agreement of the Board which are not contrary to the laws in force.

An annual budget showing all income and expenditures shall be compiled by the Treasurer and presented and approved by the Board. Significant changes to the budget require the written consent of the Board before the expenditure is incurred.

**Article 15 - Auditors**
The accounts shall be verified every year by a registered accountancy firm, if required by law. The treasurer presents a report on the audited accounts to the General Assembly
Title V: Modification of statutes, Dissolution of the Association

Article 16 – Modification of statutes
Without prejudice to article 55 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, and without prejudice to Art. 2 of the present statutes, any proposal aiming at modifying the statutes or at dissolving EHPA must come from the Board or must be put forward by at least 25% of the full members of EHPA.

Article 17 – Decision on the modification of statutes
In case of proposals aimed at a modification of the statutes, the convocation to the General Assembly which will deliberate on such a proposal must include the text of the proposal. The General Assembly can deliberate on such a proposal with a two third majority of the voting rights present or represented. Any such proposal must be presented four weeks prior to the meeting in writing.

Article 18 – Change of statutes coming into effect
Modifications to statutes will be effective after approval by the competent authorities and after the conditions of publicity required by article 51§3 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation have been met.

Article 19 - Dissolution of the Association
At the written request of the Board or of a majority of the association’s full members, a General Assembly may be convened for the sole purpose of voting on the dissolution of the Association. During this General Assembly, a two-thirds majority of Members present or represented is required for the vote on dissolution to be valid. The dissolution shall be completed within two months after the decision taken by the second General Assembly – provided there are no technical issues which may extend the duration for the winding up.

Article 20 - Devolution of Assets
In the event of dissolution, the Extraordinary General Assembly shall designate one or several liquidators in charge of liquidating the assets of the Association, which will be assigned to a disinterested purpose in the field of renewable energy. The Assembly shall determine the powers of the liquidator(s).

Article 21 - Notification
Notifications made to members can be made by any written means, including letters, facsimile or emails.
Article 22 - Arbitration
In case of any disagreements amongst the Members, it is agreed that matters shall be referred to arbitration by the Brussels Chamber of Commerce. The decision taken by the arbitrator is binding.

Article 23 – Salvatory clause
Anything not explicitly foreseen by the present statutes, notably the conditions of publication in the Belgian Official Journal (Moniteur Belge), is set according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation.