



European Heat Pump Association – EHPA
Association internationale sans but lucratif
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Articles of association

Title I: The Association

Article 1 – Identification, Name

The association is an international non-profit association named European Heat Pump Association (association européenne des pompes à chaleur). The acronym is EHPA in all languages. It is constituted under the provisions of the Belgian companies and associations Code, 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 in the Region of Bruxelles-Capitale.

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 articles of associations 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 articles of association and any other document referred to in article 2:33 of the Belgian companies and associations Code. These documents will be written in French.

The documents referred to in article 2:33 of the Belgian companies and associations Code may also be translated and filed, including in electronic form, into one or more official languages of the European Union.

In the event of a discrepancy between the documents referred to in paragraph 1 and the translation voluntarily made public in accordance with paragraph 2, that translation shall not be binding toward third parties. Third parties may nevertheless rely on the translation voluntarily made public, unless EHPA proves that the third parties were aware of the version referred to in the paragraph 1.

Article 5 - Objectives and Aims

EHPA is a non-profit international non-governmental organisation. Its objectives are the study and promotion of heat pump technologies.

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 technologies in the marketplace for residential, commercial and industrial applications as well as for district energy grids ;

- to compile and disseminate market data and policy intelligence
- 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 worldwide ;
- 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 landmass 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 always the development of the association, contributing actively to its activities.

Article 7 - Membership Fees

Members must 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 technologies.

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 legal entity or natural person entrusted with daily management powers

- 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 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 appoint or dismiss the auditor and determine its remuneration.
- To appoint or dismiss the members of the Board and determine their remuneration.
- To grant release to the members of the Board and to the statutory auditor.
- To alter the association's purpose.
- To change the articles of association.
- To decide on the dissolution of the association.
- To overrule the Board decision affecting the removal of a Member.
- To decide in all other cases where the law or the articles of association so require.

10.3 – Organisation of the meetings

A General Assembly shall be held at least once a year, in Europe, 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 legal entity or natural person entrusted with daily management powers 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 legal entity or natural person entrusted with daily management powers, 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 legal entity or natural entrusted with daily management powers 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 legal entity or natural person entrusted with daily management powers and held in a register by the legal entity or natural person entrusted with daily management powers (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 fifteen (15) voted members.

The Board consists of:

A. 4 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.
- 2 Vice-Presidents to assist the president.
- A Treasurer to be responsible for the finances and accounts.

B. Up to 11 non-executive members

The Board meeting is called for by the President or the legal entity or natural person entrusted with daily management powers. 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 articles of association 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 the legal entity or natural person entrusted with daily management powers or another administrator or an authorized representative. It may also confer under its responsibility special and specific 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 legal entity or natural person entrusted with daily management powers or by two Board members and retained by the legal entity or natural person entrusted with daily management powers 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 legal entity or natural person entrusted with daily management powers 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 the board, represented 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 - Legal entity or natural person entrusted with daily management powers

The Board may delegate the daily management of the association, as well as the representation thereof in this respect, to one or more persons, but within the limits set forth in the annual budget. The legal entity or natural person will bear the title of "Secretary General".

The legal entity or natural person entrusted with daily management powers shall attend all Board meetings (ex officium). He/she also closely coordinates the management of the association with the Board and executes the decisions taken thereby and drafts the documentation in this respect (minutes).

The daily operations of the association, such as the purchase of goods or services, can be validly performed by the legal entity or natural person entrusted with daily management powers, up to an amount determined by the Board. This limitation is however 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. However, should the association no longer be considered as a "small association" within the meaning of article 1:28 of the Belgian companies and associations Code, the General Assembly shall, in accordance with article 3:47, §6 of the Code, appoint a statutory auditor for three years among the members of the Institute of Registered Auditors.

Title V: Modification of the article of association, Dissolution of the Association

Article 16 – Modification of the articles of association

Without prejudice to the Belgian companies and associations Code, any proposal aiming at modifying the articles of association 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 the articles of association

The General Assembly may validly deliberate and decide on amendments to the articles of association if the proposed amendments are precisely indicated in the convocation to be sent out four weeks prior to the meeting in writing.

No modification to the articles of association shall be allowed unless it has received two thirds of the votes cast by the full members present or represented, disregarding abstentions in either the numerator or the denominator.

Article 18 – Change of articles of association coming into effect

Modifications to the articles of association will be effective after approval by the competent authorities, where relevant.

Article 19 – Dissolution and liquidation 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. The decision to wind-up the association will be valid if it has received two thirds of the votes cast by the full members present or represented, disregarding abstentions in either the numerator or the denominator.

The liquidation of the association will be performed in accordance with articles 2:115 and following of the Belgian companies and associations Code.

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 relevant body. The decision taken by the arbitrator is binding.

Article 23 – Salvatory clause

Anything not explicitly foreseen by the present articles of association, notably the conditions of publication in the Belgian Official Gazette (Moniteur Belge), is set according to the provisions of the Belgian companies and associations Code.