

STATUTES OF THE ASSOCIATION OF THE EUROPEAN HEATING INDUSTRY (EHI)

As adopted by the EHI General Assembly on 13 June 2013, London, UK

I. NAME, REGISTERED OFFICE AND COMPANY OBJECT

ARTICLE 1

An international association called “Association of the European Heating Industry” (abbreviated to EHI) has been established.

The association is an international non-profit association governed by the clauses under article III of the law of 2 May 2002 on non-profit associations, international non-profit associations and foundations.

ARTICLE 2

The association’s registered office is located at the Diamant Building, Auguste Reyerslaan 80, B-1030 Brussels.

The association is located within the judicial district of Brussels.

The registered office may be transferred to any other location in Belgium by a simple decision of the Executive Council published in the same month in the Riders to the Belgian Official Gazette.

ARTICLE 3

EHI is a non-profit association. The purpose of EHI is to study – primarily from a scientific, technical, pedagogical, economic and institutional point of view – topics of common interest to the central heating industry and, more specifically:

- 3.1 to promote efficient and environmentally friendly heating and hot water systems, and to safeguard the supranational interests of members as appropriate, in particular by:
 - exchanging information and experiences on issues that are important to the industry;
 - conducting joint technical and economic activities in order to ensure a level playing field for competition;
 - cooperating with similar European associations.
- 3.2 to promote its members’ common economic, technical and political interests before the European Commission, the European Parliament and other European bodies. These interests are important for the European heating industry as represented by EHI. EHI also wishes to serve as a platform to represent the interests of associations and groups of member manufacturers specifically in respect of certain products and forms of energy. Groups such as these can independently safeguard interests associated with such products and forms of energy.
- 3.3 to cooperate with professional associations with a view to investigating common economic and technical issues.
- 3.4. The association will develop the following activities in order to reach the objectives set out
 - 3.4.1. Enhance contacts and exchange of information as well as useful cooperation amongst the members by organising meetings, committees and working groups
 - 3.4.2. Enhance contacts and exchange of information as well as useful cooperation with other European and international organisations that share common interests
 - 3.4.3. Prepare and elaborate proposals which are economically viable and supported scientifically for general issues that confront the heating and hot water industry at European level, with the support of and in cooperation with the members and other interested parties

Association of the European Heating Industry

Boulevard Reyers 80, 1030 Brussels, Belgium

Tel: +32 2 706 8720 - Fax: +32 2 706 8721 - e-mail: info@ehi.eu

IBAN: BE96 7340 0835 1305 - Swift nr: KREDBEBB

- 3.4.4. Moral or other support to various initiatives taken at European or international level that favour and promote the development of the heating and hot water industry.
- 3.4.5. Inform the members on issues of importance to the heating and hot water industry
- 3.4.6. Organise, to the benefit of the members, action plans and activities, as approved by the Executive Council and/or General Assembly

II. MEMBERS

ARTICLE 4

- 4.1. The association is made up of associations and companies.
- 4.2. The associations and companies which have signed the present Articles of the Association are the first ordinary members.

ARTICLE 5

New members shall be admitted subject to the following conditions:

- 5.1. The following may become ordinary members of the EHI:
 - a) National European associations for manufacturers of products, systems and equipment for thermal comfort such as / or including boilers, burners, heat pumps, micro CHP, solar systems, water heaters and associated equipment or associated components. If several associations from the same country become members of the EHI, each of them shall be represented individually within their country's national delegation;
 - b) companies manufacturing products, systems and equipment for thermal comfort such as / or including boilers, burners, heat pumps, micro CHP, solar systems, water heaters and associated equipment or associated components with at least one production site in Europe and with places of business in at least four European countries; such companies must be affiliated to at least one national association if such an organisation exists.
- 5.2. Similar professional associations in Europe may become extraordinary members.
- 5.3. Members undertake to promote the association's objectives and to comply with and implement any decisions taken in accordance with the present Articles of the Association.
- 5.4. Notice must be given in writing of any withdrawal from the association. Withdrawal shall take effect from at the end of the year following that in which notice of withdrawal was given. Member status may also be revoked if the General Assembly decides to exclude a member where the latter's actions contravene the Articles of the Association (in such cases, the member may put his case) or where the member association or company ceases to exist. In all cases, the member in question is obliged to meet its commitments prior to its withdrawal or exclusion. A withdrawing member may not exercise any claim to EHI assets.
- 5.5. The General Assembly is the sole body authorised to rule on membership applications.

Members may give notice of their withdrawal by sending a registered letter to the Executive Council.

Applications to exclude members from the association may be made to the Executive Council after the member concerned has presented his defence and subject to the decision being passed by the General Assembly on a two-thirds majority of the members present or represented. The Executive Council may suspend the member concerned until a decision has been taken by the General Assembly.

Any member withdrawing from the association must pay its membership dues for the year during which it ceased to be a member of the association.

Any member withdrawing from the association shall have no claim to the social fund.

ARTICLE 6

- 6.1. Members pay an annual fee (for their appropriate category) set by the General Assembly following a proposal by the Executive Council.
- 6.2. These fees are based on the budget approved in accordance with Article 21 of the present Articles of the Association.
- 6.3. The fees for associations from each country are based on ratios set by the General Assembly and reflect the size of the market in each country. Each country's voting rights are allocated on the basis of the fee amount.
- 6.4. Fees payable by companies are based on their turnover, details of which they must submit themselves; they are divided into three groups.
- 6.5. Projects pertaining to specific products or forms of energy are to be funded by contributions from participating members.
- 6.6. Membership fees and any specific costs are payable by no later than 30 June each year.
- 6.7. Members which have not paid the fees by 30 June will be notified that their membership expires at the end of the year. If these members would wish to rejoin EHI at later date, the outstanding membership fee is due and payment of the outstanding fee is a condition to reconsider the application.

III. GENERAL ASSEMBLY

ARTICLE 7

- 7.1. The General Assembly is fully empowered to take all necessary action to enable the association to achieve its objectives.
- 7.2. It comprises all the ordinary members of the association. Extraordinary members may also attend in an advisory capacity.

The General Assembly is made up of delegates appointed in accordance with the provisions contained in the present Articles of the Association.

The secretaries of member associations shall attend meetings in an advisory capacity.
- 7.3. The General Assembly is responsible for the following tasks in particular:
 - a) approving budgets and accounts;
 - b) electing (and dismissing) a maximum of fourteen members of the Executive Council;
 - c) electing a chairman and vice-chairman;
 - d) appointing an auditor for a two-year term;
 - e) approving the annual accounts for the preceding financial year, adopting the budget and setting membership fees for each category of members;
 - f) ruling on membership applications;
 - g) amending the present Articles of the Association;
 - h) excluding members and dissolving the association.
- 7.4. The General Assembly's primary task is to rule on political, economic and technical policy and on EHI-specific projects.

ARTICLE 8

The General Assembly shall meet every year and shall be chaired by the chairman at the registered office at the venue indicated on the notice to attend. The notice to attend is sent out by the chairman.

It shall be sent by post, fax, e-mail or any other form six weeks prior to the general meeting and shall contain an agenda.

It shall state the time, date, venue and provisional agenda for the meeting. If requests for additional items to be included on the agenda are submitted in time, such items shall appear on the final agenda, which will be distributed before the start of the general meeting.

An extraordinary General Assembly may be convened if the members requesting it represent at least 25% of the votes. Such an extraordinary general meeting may only rule if 2/3 of the votes are represented.

ARTICLE 9

Ordinary members may be represented at the General Assembly by another ordinary member with special authorisation (proxy), but each ordinary member may act as proxy for no more than two other ordinary members.

The General Assembly shall be duly empowered to rule regardless of the number of members present or represented.

ARTICLE 10

Other than in the exceptional circumstances stipulated in the present Articles of the Association, resolutions are passed by simple majority of the ordinary members present or represented; all members are notified of such resolutions.

No decision can be taken on any item not appearing on the agenda.

Resolutions passed by the General Assembly are recorded in a register signed by the chairman and kept by the secretary general, who ensures that they are made available to members.

ARTICLE 11

Without prejudice to Articles 50§3, 55 and 56 of the law of 27 June 1921 on non-profit associations, foundations, and international non-profit associations, any proposal to amend the Articles of the Association or dissolve the association must be tabled either by the Executive Council or by at least 25% of the ordinary members of the association.

The Executive Council must notify the association members of the date on which the General Assembly shall rule on the proposal in question and must do so at least three months before the said General Assembly.

The General Assembly shall only be duly empowered to vote if two thirds of members with voting rights are present or represented.

Only decisions voted by a two-thirds majority shall be passed.

However, if two-thirds of the ordinary members are not present or represented at the General Assembly, a new General Assembly shall be convened under the same conditions as set out above and shall be duly empowered to rule conclusively on the proposals submitted and subject to the same two-thirds majority, regardless of the number of members present or represented.

Amendments to the Articles of the Association shall be submitted to the Ministry of Justice and published in the Riders to the Belgian Official Gazette.

The General Assembly shall determine the procedure for dissolving and liquidating the association. The eventual net assets, after liquidation, shall be distributed to a charitable organisation.

IV. ADMINISTRATION

ARTICLE 12

The association is run by an Executive Council comprising no fewer than three and no more than fourteen elected members, including a chairman and vice-chairman.

Members of the Executive Council are appointed by the General Assembly by a majority of votes present or represented. The duration of the mandate of the members of the Executive Council is two years, renewable.

Each elected member nominates a substitute who will attend the meetings in case the elected member is occasionally not able to participate.

In the event of vacancies arising during a term of office, a temporary member of the Executive Council may be appointed by it. In this case, the temporary member shall serve out the term of the member he/she is replacing.

Members of the Executive Council may be dismissed by the General Assembly ruling by a two-thirds majority of the ordinary members present or represented.

ARTICLE 13

The chairman and vice-chairman are appointed by the General Assembly by a majority of votes present or represented.

ARTICLE 14

The Executive Council meets at the request of the chairman.

Notice to attend is sent by post, fax, e-mail or by any other method.

A member of the Executive Council may also be represented by another member of the Executive Council (proxy), however, the latter may not act as proxy for more than two other members.

The Executive Council is only duly empowered to vote if half of its members are present or represented.

ARTICLE 15

The Executive Council has full management and administrative powers with the exception of those tasks falling within the remit of the General Assembly. It may delegate day-to-day management to its chairman or to a member of the Executive Council or to an appointee. It may also confer special and specific powers to one or more individuals for which it shall ultimately be responsible.

The Executive Council coordinates the association's activities.

Each member has one vote.

The chairman chairs the General Assembly meeting, ensures that the decisions passed are implemented and represents the association in respect of other bodies. If the chairman is unable to carry out his responsibilities, he shall be replaced by the vice-chairman.

EHI general secretariat staff can be invited to attend meetings of the Executive Council in an advisory capacity. On behalf of the Executive Council, the Secretary General may request that other advisors also attend.

The Executive Council must accurately represent member states and product groups.

ARTICLE 16

Executive Council resolutions are taken by a majority of votes cast by members of the Executive Council present or represented. In the event of a tie, the chairman shall have the deciding vote.

Resolutions passed by the Executive Council are recorded in a register signed by the chairman and kept by the secretary general, who ensures that they are made available to members.

V. STEERING COMMITTEE, DEPARTMENTS and WORKING GROUPS

ARTICLE 17

A Steering Committee composed of the convenors and secretaries of the association's departments shall be established. It shall report to the Executive Council and the General Assembly.

The Steering Committee is headed by the Secretary General.

Departments and Working groups may be set up according to a specific standing order that has to be set up by the Executive Council.

The Executive Council shall have power to adopt and issue Standing Orders and/or Rules for the EHI. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED that they are consistent with the provisions of these statutes.

VI. GENERAL SECRETARIAT

ARTICLE 18

18.1. The general secretariat is responsible for running the association.

18.2. The general secretariat is appointed by the Executive Council.

18.3. The general secretariat shall act in complete confidence.

VII. REPRESENTATION

ARTICLE 19

Unless otherwise authorised, all documents binding on the association are to be signed by the chairman and secretary general, who shall not be required to provide proof to a third party of their authorisation to sign.

ARTICLE 20

Any legal action (brought either by or against the association) shall be conducted by the Executive Council as represented by its chairman or a member of the Executive Council appointed by it to deal with such matters.

VIII. BUDGETS AND ACCOUNTS

ARTICLE 21

The association's financial year ends on 31 December each year.

The Executive Council is responsible for submitting the accounts for the association's preceding financial year, the budget, and the rate of membership contributions for the upcoming financial year to the General Assembly for approval.

The annual accounts of the international non-profit association are established according to article 53 of the law of 27 June 1921 and are deposited each year with the Ministry of Justice.

IX. GENERAL PROVISIONS

ARTICLE 22

Any information not contained in the present Articles of the Association, including information to be published in the Riders to the Belgian Official Gazette, shall be governed by the appropriate legislation.