

## **CONSTITUTION OF THE MICROPOWER COUNCIL**

### NAME

1. The official name of the Council is THE MICROPOWER COUNCIL. Where considered appropriate by the Members of The Micropower Council, it shall use the name MICROPOWER, subject to a licensing agreement with Micropower Limited.

### ADDRESS

2. The official address of The Micropower Council is

149a, Grosvenor Road  
London SW1V 3JY.

### AIM & SCOPE

3. The Micropower Council exists to research and promote microgeneration and to provide a respected and authoritative point of contact for government, regulators, opinion formers, and the general public on behalf of the microgeneration industry.
4. The technology focus of The Micropower Council is sustainable heat and/or power production technology aimed at the individual domestic (household), houses of multiple occupancy and light commercial sectors. The technologies include but are not limited to photovoltaics, micro-wind power, micro-hydro, fuel cells, ground and air source heat pumps, solar water heating, organic rankine cycle engines, Stirling engines and gas engines.

### OBJECTIVES

5. To promote the development of public policies that encourage the wider use of microgeneration.
6. To develop channels of communications between its Members, HM Government, the European Union and other international organisations.
7. To research the use, barriers, benefits and technical development of microgeneration.
8. To act as a forum to exchange information on and experience in microgeneration between its Members.
9. To establish the areas of common interest and concern between its Members.

10. To identify the barriers to the wider development of microgeneration and co-ordinate action to reduce them.
11. To collaborate, where appropriate, on relevant issues with other national and international associations and interest groupings.
12. To undertake and co-ordinate activities relating to microgeneration of mutual interest to its Members.
13. To run campaigns aimed at producing specific outcomes in public policy in the collective interests of the microgeneration industry. In doing so, to engage with the government, regulators, parliamentarians, trade associations, academics, professional institutions, the European Union and other opinion formers as appropriate.

## THE MEMBERS

14. Membership of The Micropower Council is open to the following categories:
  - a. **Corporate Members:** commercial enterprises with an interest in promoting the wider use of microgeneration.
  - b. **Associate Members:** other enterprises and individuals with an academic or other interest in the wider development of microgeneration. This category of membership is not open to organisations seeking to obtain direct commercial gain from the wider use of microgeneration.
  - c. **Organisational Members:** Trade associations, charitable trusts and non-government organisations who have a clear and demonstrable objective to promote the wider use of microgeneration and who are representative of various interests relevant to the development of microgeneration.
  - d. **Professional Institutions:** professional bodies constituted under Royal Charter and having charitable trust status.

Any organisation or individual who is eligible to join The Micropower Council in accordance with the categories above must submit an application in writing signed for an organisation by an officer of the organisation or for any individual by himself. Election to and continuation of membership shall be at the discretion of the Executive Committee.

15. Membership fees for a. and b. categories of membership shall be set by the Executive Committee (see below) for each calendar year and will be notified to Members no less than 3 months before the start of the year. They will be calculated so as to enable The Micropower Council to meet its estimated costs for the year in question, adjusted to reflect over and under-recoveries in prior years. Fees will be due prior to the start of each calendar year. Fees unpaid at the end of January in any calendar year will bear interest from the start of that calendar year at 2% above Barclays Bank's base rate, compounding monthly.

16. Organisational Members and Professional Institutions will not pay a monetary fee but, by assuming membership under this category, undertake to provide services in kind (for example, seconding staff, making meeting rooms available and circulating details to their members of micropower activities).
17. Members may withdraw from The Micropower Council at the end of any calendar year by submitting a written notice of withdrawal which must be received at least 3 months before the end of the calendar year. Any withdrawing Corporate Member is liable to meet its proportionate share of any financial deficit of The Micropower Council as at the date of its withdrawal (as subsequently computed from audited accounts, based on the number of Corporate Members and the financial position of The Micropower Council at the end of the calendar year at which such Corporate Member wishes to withdraw).

## ORGANISATIONAL STRUCTURE

### (A) The Micropower Council

18. The Micropower Council will be a body composed of all the parties who have fulfilled the membership requirements and have not withdrawn from membership under Articles 14 to 17. Each member shall be entitled to nominate one representative to attend Council meetings. The term "The Micropower Council" shall apply to the body of members and the term "the Council" shall apply to the meetings of members. The function of The Micropower Council shall be to provide a forum for discussion and debate in furtherance of its aims and objectives as set out in Articles 3 and 4 and, through proposals made by the Executive Committee, to support its strategic policy, management principles and the overall direction of its activities.
19. The Micropower Council will be headed by a non-executive President who will be elected by the Corporate and Organisational Members and Professional Institutions, who will have one vote each. The President will be subject to re-election at each Annual General Meeting.
20. The Executive Committee will elect a Vice President of The Micropower Council from the representatives of its Corporate Members to hold office for no more than two years. At the end of each term, a replacement will be elected from the remaining Corporate Members. The Vice President will also chair the Executive Committee.
21. The Micropower Council will hold an Annual General Meeting in each calendar year, until such time as it is dissolved under the provisions of Article 39. Associate Members may attend Annual General Meetings but will not be entitled to vote. The Annual General Meeting will deal with the election or re-election of the President, will receive a report summarising activities in the period since the last meeting and the policy objectives for the ensuing 12 months.
22. The Council will additionally meet quarterly or at such other times as it may decide. The dates of Council meetings in any calendar year will be notified no

later than three months prior to the beginning of that year to all those entitled to attend. An agenda of all matters to be discussed and any papers relating thereto will be circulated at least five full working days in advance of each meeting.

23. The Council will strive to achieve unanimity among Members in support of the policy statements prepared by the Executive Committee, be they written or verbal. Any Member having a minority view may require any such statement to include due reference to his alternative opinion or position.

#### (B) The Executive Committee

24. The Executive Committee shall be composed of one representative each of all Corporate Members. The Vice President of The Micropower Council will chair meetings of the Executive Committee. The function of the Executive Committee shall be:

- (a) To set the strategic policy, management principles and overall direction of The Micropower Council's activities and to ensure that these are implemented.
- (b) To scrutinise the Chief Executive's activities in the day to day running and administration of The Micropower Council.
- (c) To set annual budgets and Corporate and Associate Membership fees in accordance with Article 15.

25. The Executive Committee will meet quarterly or at such other times as it may decide. The dates of Committee meetings in any calendar year will be notified no later than three months prior to the beginning of that year to all those entitled to attend. An agenda of all matters to be discussed and any papers relating thereto will be circulated at least five full working days in advance of each meeting. A quorum for Executive Committee meetings shall be 4 of the total number of Executive Committee members. Voting will be by simple majority.

26. The members of the Executive Committee shall be indemnified by the Corporate Members of The Micropower Council against all liabilities properly incurred by them in the management of the affairs of The Micropower Council.

#### (C) The Chief Executive

27. The Micropower Council, acting through the Executive Committee, will secure the services of a Chief Executive or equivalent senior officer ("the Chief Executive"), either employed directly, by secondment or on a consultancy basis. The terms of appointment will be decided upon by the Executive Committee.

28. The Chief Executive shall be responsible to the Vice President for the daily work of The Micropower Council and shall provide periodic reports to the Executive Committee as agreed.

29. The Executive Committee shall delegate to the Chief Executive such powers to permit such actions as it sees fit.
30. The Micropower Council shall only be bound to third parties by the actions, including the formation of agreements, of the Chief Executive, in accordance with the powers and responsibilities delegated under Article 29.

(D) Other Officers and Staff

31. The Micropower Council, acting through the Chief Executive, may secure the services of such additional personnel as it deems necessary to achieve its objectives, in accordance with staffing plans agreed by the Executive Committee from time to time.
32. Such personnel may be employed directly, by secondment or on a consultancy basis. The terms of employment will be decided upon by the Vice President of The Micropower Council and the Chief Executive in accordance with principles established by the Executive Committee. All personnel shall report to the Chief Executive. The Chief Executive and additional personnel referred to in Article 31 shall be indemnified by the Corporate Members of The Micropower Council against all liabilities properly incurred by them in the management of the affairs of The Micropower Council.

ACCOUNTS

33. The Executive Committee, acting through the Chief Executive, shall ensure that proper accounting records and controls are maintained with respect to:
- (a) All sums received and expended by The Micropower Council and the matters in respect of which such receipts and expenditure took place.
  - (b) All sales and purchases of goods by The Micropower Council.
  - (c) The assets and liabilities of The Micropower Council.
34. The records referred to in Article 33 shall be endorsed by the Chief Executive and presented to the Executive Committee no less frequently than quarterly.
35. The books of account shall be kept at the official address and shall be open to the inspection of the members of The Micropower Council.
36. At the Annual General Meeting in every year the Executive Committee shall lay before The Micropower Council a balance sheet and income and expenditure account for the period since the last preceding account, prepared in accordance with UK generally accepted accounting principles. Any Auditor's or Accountant's report shall be open to inspection before the meeting.

## AUDIT

37. Once at least in every year the accounts of The Micropower Council (or such other body as represents the financial affairs of The Micropower Council) shall be prepared by one or more properly qualified independent Accountants. At the request of any Corporate Member or if so required by law, this examination shall be extended to constitute a full audit.
38. If required under Article 37, Auditors shall be appointed annually by the Executive Committee.

## DISSOLUTION

39. The winding up or dissolution of The Micropower Council shall take place upon unanimous agreement amongst Corporate Members at a Council Meeting, or under other such conditions as are prescribed under law.
40. If upon the winding up or dissolution of The Micropower Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to the Corporate Members in proportion to the membership fees received by The Micropower Council from each Corporate Member in the financial year of the winding up or dissolution.

## DURATION

41. The Micropower Council is established in London on 1<sup>st</sup> January, 2005.
42. The Duration of The Micropower Council is unlimited and will endure until such time as The Micropower Council is dissolved under the provisions of Article 39.

## ALTERATION OF RULES

43. The rules may be altered by resolution at a Council Meeting provided that the resolution is carried by a majority of Members present at the Meeting who are eligible to vote and cast a vote and provided that all Corporate Members present at the Meeting vote in favour of the resolution.

## BY-LAWS

44. The Executive Committee shall have power to make, repeal and amend such by-laws as they may from time to time consider necessary for the well being of The Micropower Council, which by-laws, repeals and amendments shall have effect until set aside by the Executive Committee.

PROPERTY

45. The property of The Micropower Council, other than cash at the bank, shall be vested in two Custodians. They shall deal with the property as directed by resolution of the Executive Committee and entry in the minute book shall be conclusive evidence of such a resolution.
46. The Custodians shall be selected by the Executive Committee and shall hold office until death or resignation unless removed by a resolution passed at an Executive Committee Meeting.
47. The Custodians shall be entitled to an indemnity out of the property of The Micropower Council for all expenses and other liabilities properly incurred by them in the discharge of their duties.