



BRITISH PHOTOVOLTAIC ASSOCIATION

BYE- LAWS

Effective 15th November 2010

ARTICLE 1 – ORGANISATION

NAME – THE NAME OF THIS ORGANISATION SHALL BE:

BRITISH PHOTOVOLTAIC ASSOCIATION (BPVA)

ARTICLE 2 – BYE- LAWS

The Bye-Laws are those referred to in the Articles to apply to the conduct of the affairs of the Association.

The Bye-Laws may be amended from time to time by resolution of the Board.

The latest version of the Bye-Laws are published on the Association website.

ARTICLE 3 – DEFINITIONS

Director	an officer of the company listed in the Companies House records
AGM	the annual General Meeting of the association
Articles	the articles of the association of the BPVA
Executive Committee	elected and invited Directors of the members of the BPVA
Board	the Directors and officers of the association plus the Executives of the Association
the Executive	those employees of the Association in an executive capacity, including the Chairman, the Chief Executive

	Offices, the Membership Manager and the Secretary of the association
Head Office	the primary operating location of the Association shown on the website
Member	a company or organisation accepted as a member of the Association
Membership category	a category defined by the Board representing the activity of the member company
Membership Year	the twelve months period commencing from the date of acceptance of the member to the Association
Organisation	anybody constituted to operate as an entity including, without limitation, companies, firms, partnerships, sole traders, academic institutions, charities, government and non-government agencies and not-for-profit organisations
Working Group	a sub-sector of the association constituted in accordance with the defined tasks
Working Group Chairman	the Chairman of the Working Group elected in accordance to the task of the Working Group
Voting Member	All full members of the Association
Non-voting Member	All associate members with no voting rights
Website	the presence of the Association on the world-wide-web at address http://www.bpva.org.uk

ARTICLE 4 – PURPOSE OF THE ASSOCIATION

The following are the purposes for which the Association has been formed:

The BPVA is the national trade association for solar photovoltaic in the UK. BPVA is a non-profit organisation formed as a Company Limited by Guarantee.

BPVA's mission is: "To ensure that solar photovoltaic energy is established as the leading renewable energy source in the UK".

The aim of the organisation is to stimulate the growth of the UK solar Photovoltaic industry by educating the consumers and businesses about the benefits of solar energy. The BPVA is also working with the government to develop sustainable policies to safeguard the future of the industry.

The BPVA promotes solar PV at national and international levels and assists its members in their business development in the UK and abroad. As the trusted voice of the industry, the BPVA is working hard to make solar PV a mainstream and significant energy source by expanding markets, removing market barriers, strengthening the industry and educating the public on the benefits of solar energy.

ARTICLE 5 – STRUCTURE & GOVERNANCE

The BPVA is a corporate body limited by guarantee, registered in England and organised under English Law. The following outlines the structure of the Association.

Section 1 – Governance

The BPVA is governed through the Boards of Directors which includes the Chairman, Chief Executive Officers and the Executives of the Association

Section 2 – Chairman

The Chairman who also acts as the Chief Executive Officer is responsible for running the Board, the Executive Committee as well as overseeing the daily operation of the Association.

Section 3- Executive Committee

The Executive Committee are representatives of various categories of membership.

The Executive Committee responsibilities are:

- a) Determine the vision, mission and values
- b) Engage in strategic planning
- c) Active participation in policy development and working with DECC and other government departments
- d) Formulate the required policies
- e) Approve and monitor the programme, member benefits and services
- f) Enhance the organisation's public image

The Executive Committee will meet at least 4 times a year. The Executive Committee members are appointed by the Board of Directors from various categories of membership.

Section 4- The Working Groups:

The Association may establish Working Groups to enable the interests of individual technologies, sectors and activities to be adequately represented.

- a) The Executive shall retain records of all currently constituted Working Groups, together with the identity of the Working Group Chairman, Working Group Committee (if any) and the area that each is intended to cover and shall make such information available to members on request.
- b) Any fees raised specifically in respect of membership of Working Groups are detailed on the Membership Category Page and may at the discretion of the Board or the Executive be made available to support the activities of the Working Groups.
- c) The members of each Working Group may, if they choose, elect a Working Group Committee and Working Group Chairman.
- d) Any Working Group with five or more Voting Members may nominate a director for appointment by the Board. This may be the Working Group Chairman, a member of the Working Group Committee or any other person, including an existing Elected Officer or Nominated Director.
- e) Working Groups may additionally nominate an Alternative Director who may act in place of their Nominated Director at Board meetings and on other matters when the Nominated Director is unavailable.
- f) Such Nominated Directors shall serve as directors in a personal capacity and not specifically as delegates or representatives of the Working Group.
- g) Where a Nominated Director retires, resigns or is not re-elected by the Members, a replacement shall be nominated by the Working Group for appointment by the Board, and such replacement director shall be subject to re-election by the Members.
- h) Working Groups may adopt their own name and working practices and organise events of relevance to their sector.
- i) Working Groups shall not commit the Association to expenditure from its central funds other than as agreed by the Board.
- j) Working Group Chairs are responsible for the efficient running of their Working Group and are required to deal with disciplinary issues within the Group at their own discretion.
- k) Working Groups may collaborate with other organisations outside the Association, and may invite individuals from outside the Association to participate in the Working Group meetings.

- l) Working Groups may consider policy specific to their designated sector. Where this is incompatible with, or outside the scope of the BPVA Policies or where they wish it to be adopted as the policy of the whole Association, then this needs to be submitted for ratification by the Board.
- m) The Executive will provide the secretariat of the Association for the Working Groups, where required, and assistance in organising specific sectorial events. It will also handle membership administration, Government liaison, responses to consultations and all other matters applicable to solar in general.
- n) The BPVA has currently five Working Groups aimed at sharing knowledge and resources, channelling members' expertise, advising key decision makers, market development and coordinating policy and lobbying activities. The Working Groups will meet at least four times a year.

1. Policy Working Group

Developing policies for the solar energy sector, involved in frequent meetings with key government organisations including DECC, MCS, UKTI, Treasury & Cabinet Office Energy for Growth Programme.

2. Communication Working Group

Developing marketing and communication strategies for the BPVA, as well coordinating the overall industry marketing, branding and PR work which should enhance the public image of the Association and the solar PV industry.

3. Application Working Group

Identifying suitable applications which would help grow the industry, and networking with key players from those industries which includes BIPV, eco-mobility and Energy Storage.

4. Education Working Group

Examining all aspects of training courses offered, what the industry needs are, and cross promoting required courses for each segment. Also looking at networking with universities and colleges who offer the right courses to recruit new talents for the industry. Provide suitable internship strategy & programme for the industry.

5. Finance Working Group

Network with key financial institutes, identifying sources of affordable financial option for the industry and end users, developing the right financial model for the residential, commercial, agricultural & large scale solar projects. Working with the vast database of financial institutions, the Association has and developing the right products for each segment.

6. Construction Working Group

Network with major construction companies, national and local house-builders, developers, architects and real estate companies throughout the UK. Identifying ways to bring solar PV and construction industries closer together and to make sure solar PV products are used as part of the build process. Promote the use of BIPV products in built environment.

7. Energy Storage Working Group

Promote energy storage, making sure it will become an important and valuable part of the sustainable energy landscape and to bring solar PV and energy storage industries closer together, building a more efficient, more reliable, cheaper, and safer energy supply. Bring national and international companies in energy storage to the UK and facilitate for their growth in the UK energy storage market.

ARTICLE 6 – MEMBERSHIP

Section 1 – Types of Membership

There shall be two types of membership: Full and Associate.

- **Full Membership** is charged at a rate set by the Board. The rate is subject to review from time to time. Membership fee is based on different categories which are revised from time to time. Full members have equal voting rights.
- **Associate Membership** is in most cases free of charge and carries no voting rights.

Section 2 – Qualifications

Membership shall be open to all UK and international companies, firms, corporations or business entities which share the aim of the Association and are actively engaged or have an interest in Solar PV. A list of eligible categories of Full and Associate Membership will be published by the Board from time to time.

All Association members agree to abide by the Association Bye-Laws and Terms & Conditions.

Section 3 – Application and Admission

Prospective members should make application for membership in the manner provided from time to time by the Association. Prospective members shall agree to pay such dues and fees as are established from time to time by the Board and shall agree to act at all times in the best interests of the Association including any membership rules that will be published by the Association from time to time.

All membership applications are subject to approval by the Board. The Executive Committee members will be notified following the approval of new members.

Section 4 – Dues and other payments arising from membership

Members shall make prompt payment of dues in accordance with the schedule of dues established by the Association where such dues are not refundable.

Members shall further comply with all procedures established by the Association to determine the dues owing by a member.

Any member, who fails to pay his dues or any other amount arising from membership (such as fees arising from attending members discounted events or such like) when owing or to comply with the procedures, shall be subject to suspension by the Association.

Section 5 – Membership categories and fees

- a) The Board may establish such categories of membership as they may consider appropriate, and may define the right applicable to each Membership Category.
- b) The rights and fees of each Membership Category are described in the Membership application and also on the BPVA website.
- c) Where the Board proposes a change to any Membership Category, which will affect the voting rights of existing Members, such change shall be subject to approval by means of an Ordinary Resolution of the Members of the Association
- d) The Board shall establish the fees applicable to each Membership Category.
- e) The Board may establish whether a joining fee shall be payable by new members, and if so what joining fee shall be applicable to each Membership Category.
- f) The level of membership and joining fees may be updated from time to time but, in normal circumstances, no more frequently than once every year.
- g) The fees for each Membership Year shall be payable within one month of the start of the Membership Year, or one month of the submission by the Association to the Member of the invoice for the membership fees, whichever is the later. Failure to do so may incur a surcharge to the annual fee.

- h) The Board may agree with Members provisions for deferred or stage payments, subject to the addition of reasonable service or interest costs as may be agreed.
- i) Membership services may be suspended from any Member while outstanding membership fees or other payments to the Association are due and unpaid.
- j) Interest may be charged at such level as the may decide on overdue amounts payable by Members to the Association.

Section 5 – Termination of Membership

By Member:

Any Member may terminate their membership of the Association by serving notice in writing to the Association's Head Office. Upon serving notice, all outstanding amounts due to the Association immediately become payable in full.

The notice period is three months. If membership is terminated without giving 3 months' notice prior to expiry date, the association has the right to charge full annual membership fee.

By the Association:

The Board may serve notice for the termination of the membership of any member in the event of conduct by the Member considered by the Association to be grossly prejudicial to the interests of the Association. The Association does not have to give any notice in case of suspending a member for gross misconduct.

Where notice is served by the Association the Member may appeal against the decision by writing to the Board presenting their arguments. If such appeal is successful then the notice served by the Association shall become void. If appeals are not pursued, or they are rejected, then the notice shall take immediate effect, in which case any outstanding fees due from the Member become immediately payable, save that the membership fees for the current year shall be reduced by one twelfth for each full unexpired month of the Membership period.

ARTICLE 7 – MEETINGS

Section 1 – Annual Meeting

The annual membership meeting shall be held at a date set by the Chairman as they consider expedient.

The Secretary shall notify all Full Members in good standing at his address (postal or electronic) as it appears in the membership roll-book of notice or database of the time and place of the annual meeting not less than thirty and not more than sixty days before the date fixed for the annual meeting.

Section 2 – Special Meetings

Special meetings may be called by the Chairman (Chief Executive Officer) when it is deemed to be in the best interest of the Association. At the written request of thirty-three and one third per cent of the Full Membership, the Chairman shall cause a special meeting to be called to consider a specific subject or subjects, which shall be scheduled for a date not more than thirty days after receipt by the of such written request. Notice of a special meeting shall be communicated to all Full members at their addresses as they appear in the membership roll-book at least ten, but not more than fourteen days before the special meeting.

Such notice shall state by whom the special meeting was called, the purpose or purposes of the meeting, the business to be transacted at the meeting and the time and place of the meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Association.

Section 3 – Voting

Each Full Member shall be entitled to one vote. Associate Members shall not be entitled to vote. If the manner of deciding a question has not otherwise been prescribed, it shall be decided by a majority vote of the Full Members present in person or by proxy.

Section 4 – Proxies

Every Full Member of the Association entitled to vote at any meeting thereof or to express consent or dissent without a meeting may authorise another person to act for them by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid eleven months after the date of its execution.

Section 5 – Order of Business:

The order of business shall be as follows at all meetings of the Association.

- a) Roll call
- b) Proof of notice of meeting or waiver of notice
- c) Reading of the minutes of the preceding meeting
- d) Receiving communications
- e) Reports of committees
- f) Report of the Board
- g) Reports of officers
- h) Old and unfinished business
- i) New business
- j) Adjournment

Any question as to priority of business shall be decided by the Chairman without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE 8 – INTERNATIONAL ACTIVITIES

The Board may establish such international activities as it considers appropriate.

Such international activities may be carried out within the resources of the Association, or by collaboration with other organisations.

International activities may be carried out according to the principles applied to the Working Groups.

ARTICLE 9 - ASSOCIATION CODE OF CONDUCT

- a) This Code contains general principles concerning the professional conduct of the Members of the Association, thus complementing the statutes and By-laws of the Association. The conduct of all Members shall be governed by the provisions of this Code.
- b) Members shall carry out their professional activities honestly and courteously, as befits the dignity of the Association.
- c) Members shall not disclose confidential or private information received in the exercise of their professional activities, unless released from their obligations in this respect.
- d) Members shall maintain good relationships with other Members.
- e) Competition in professional matters shall be fair and honest. The comparison of Members' services based simply upon price schedules shall not be regarded as fair competition.
- f) Members shall be responsible for prompt payment of their financial obligations.
- g) Where advertising of Members' services is permitted, it shall be fair and honest and consist of information of a professional nature.
- h) Members shall not represent conflicting or opposing parties in a matter. Non-compliance with the provisions of any of these Bye-Laws may result in the expulsion of the Member from the Association.
- i) Members shall at all times comply with the Code of Conduct and such guidelines relating to such conduct as the Board shall from time to time determine and publish.

ARTICLE 10 – BOOKS AND RECORDS

The Association shall keep at the Head Quarters office correct and complete books and records of account and shall keep minutes of the proceedings of the Members, of the Board, and/or any committee which the Board may appoint, and a list of record containing the names and addresses of all Members. Any of the foregoing books,

minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE 11 – FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change by the Board.