

RULES

of

THE RENEWABLE HEAT ASSOCIATION NORTHERN IRELAND LIMITED

("the Company")

As resolved by Directors and confirmed by resolution, at ***the Annual General Meeting held on 3 January, 2019***. The amendments appear in bold & italic text.

These rules are the Rules specified in the articles of association of the Company (the "Articles"). Where there is a discrepancy or conflict between these Rules and the Articles, the Articles shall have priority.

1. Purpose and membership

1.1. Membership applications are invited from:

(a) owners or operators of accredited RHI installations (as defined in the Renewable Heat Incentive Scheme Regulations (Northern Ireland) 2012 (the RHI Scheme));

(b) owners or operators of plants which have applied to be accredited under the RHI Scheme as accredited RHI installations; and

(c) installers, financiers, equipment manufacturers, professional advisers, trade associations, suppliers and other organisations with an interest in policy surrounding the RHI Scheme and the non-domestic renewable heat industry in Northern Ireland.

1.2. The purpose of the association is to represent the interests of its members, to further its objects and to promote the responsible use of renewable heat.

1.3. The association shall represent members as a group and shall not pursue the interests of individual members where they would conflict with the interests of the members as a whole.

2. Status

The association shall be a not for profit trade association of its members, formed as an incorporated company limited by guarantee without shares.

3. Objects

The objects of the association are to:

(a) Represent the interests and views of the non-domestic renewable heat industry in Northern Ireland;

(b) Raise awareness amongst the general public and government of the benefits of the RHI Scheme and to encourage the transition from fossil fuels to renewable heat;

(c) Represent the interests of its members as regards changes in policy or law regarding the RHI Scheme or otherwise affecting its members as a whole

(d) Engage with government, regulators, policy makers and other trade associations to help shape the future direction of renewable heat policy in Northern Ireland;

M-34689551-1

(e) Promote amongst its members the responsible use of renewable heat and compliance with the RHI Scheme legislation;

(f) Restore public confidence in the RHI Scheme; and

(g) Where necessary to seek legal and other professional advice on behalf of members as regards changes in policy or law regarding the RHI Scheme and if necessary to take collective action in respect of any such changes.

4. The committee

4.1. The board of directors of the association *may* appoint an advisory committee (the "committee") of up to ten members who may be either ordinary or associate members (or representatives of corporate members) and are appointed and removed by the directors.

4.2. The committee shall comprise a chairperson and any other posts deemed necessary by the committee.

4.3. The committee shall assist the directors in the implementation of policy.

4.4. The directors may appoint a person to fill any casual vacancy that occurs.

4.5. Retiring members of the committee may be re-appointed.

5. Management of the association

5.1. The directors:

(a) shall manage the association;

(b) shall at all times seek to act in the best interests of the members as a whole;

(c) may engage with regulators, policy makers, government and other associations on behalf of members in order to further the objects of the association;

(d) may retain the services of professional advisers on behalf of the association.

6. Membership

6.1. There shall be two classes of membership, (full) ordinary membership, and associate membership.

6.2. Ordinary membership shall be available to the persons mentioned in rules 1.1(a) and (b).

6.3. Associate membership shall be available to the persons mentioned in rule 1.1(c).

6.4. The association shall have no maximum number of members.

6.5. The directors may elect associate members for any period ~~not exceeding one year~~ whom the directors believe will contribute to the overall success of the association and its objects.

6.6. Associate members may not vote at any meeting of members but may speak.

6.7. The directors may admit, as associate members up to 10% of the overall membership, at any one time on such terms as it thinks fit.

6.8. Members are required to comply with these rules, including any byelaws made pursuant to these rules. Members are also required to keep confidential the proceedings of the association and all of its papers, minutes and internal correspondence.

M-34689551-1

6.9. By applying for membership ordinary members accept that it is a condition of membership that they are required to:

- (a) Commit to the responsible use of renewable heat in accordance with the RHI Scheme;
- (b) Cooperate with all audits and inspections of accredited RHI installations carried out pursuant to the RHI Scheme; and
- (c) Resign their membership in the event that they are found to be acting fraudulently or illegally in respect of an accredited RHI installation, or are found to be in breach of the terms of the RHI Scheme and do not agree to remedy such breach at the request of a competent authority.

7. Membership fees

7.1. A joining fee determined by the directors is payable by a candidate who has been elected an ordinary member and must be paid with their first annual subscription. The first such joining fee shall be as set by Resolution of the Directors and is payable once. In addition to a Joining Fee, each member shall pay an annual fee per accredited boiler.

7.2. The annual subscription fee for ordinary members will be as set by Resolution of the Directors, for each accredited RHI installation they own (or for which accreditation is pending).

7.3. An annual subscription fee is payable for associate members at a rate set by Resolution of the Directors.

7.4. Subscriptions are due on **1 April** in every year, or on admission as a member, and may be revised from time to time by the Directors.

7.5. All fees stated are exclusive of VAT

8. Fee Schedule

8.1 The fee schedule for 2019/20, set by Resolution of Directors and Confirmed at Annual General Meeting on **3 January, 2019**, is as follows:

8.2 Joining Fee (new members) **£50**

8.3 Annual Fee for Associate Members **£500**

8.4 Annual Fee per boiler **£250** for ordinary members

8.5 All fees exclude VAT which should be added at the current rate of 20%

8.6 Not for profit organisations enjoy a 50% discount on Annual fees.

9. Application for Membership

9.1. Every candidate for membership shall apply in writing to the directors, or via the association's website or via such other means as the directors may designate.

9.2. Election of members is in the discretion of the directors.

10. Resignation

10.1 A member wishing to withdraw from the association must give notice in writing to the directors on or before 1 January in any year, otherwise in the case of ordinary members the subscription for the ensuing year must be paid.

M-34689551-1

10.2. No rebate of fees already paid shall be made to resigning ordinary members.

11. Expulsion

11.1. The directors may expel or suspend any member who offends against the rules of the association or breaches any code of conduct for members adopted by the association from time to time or whose conduct, in the opinion of the directors, renders them unfit for membership of the association or could bring the reputation of the association or its members into disrepute or otherwise prejudice the objects of the association.

11.2. Before any such member is expelled, the secretary, (if any) must give them 7 days' written notice. Members may be suspended pending investigation with immediate notice.

11.3. No member may be expelled unless they have first had an opportunity to appeal in writing to the directors setting out reasons against their expulsion.

11.4. No rebate of fees already paid shall be made to expelled members.

12. Association Staff

12.1. The association staff are under the orders of the directors only, and no member may reprimand a member of staff.

12.2. If a member has any cause for complaint, they must bring it before the directors in writing.

13. Alteration of Rules

The directors may alter these rules, but no alteration takes effect until it has been confirmed at the next annual general meeting or a special general meeting convened for the purpose.

14. Byelaws

14.1. The directors may make byelaws (not inconsistent with these rules) to regulate the conduct and affairs of the association, including a code of conduct of members.

14.2. The byelaws must be notified electronically to all members and are binding on all the members.

15. Finance

15.1. The funds of the association shall be raised principally from membership fees.

15.2. Funds shall be used to forward the objects of the association in a manner approved by the directors, including for example professional services fees, publicity, marketing and expenses incurred in carrying out the duties of the association

15.3. The funds of the association shall be held in a separate bank account either in the name of the association, or in the name of a member nominated by the directors on trust for the members and clearly identified as belonging to the association.

16. Further finance

16.1. A majority of directors may resolve to issue a notification to all members proposing that additional funds are raised in order to further the objects of the association.

16.2. A special general meeting shall then be convened as soon as possible in accordance with the Articles and the fundraising proposal put to a vote. Such proposal must be approved by a majority of all directors present and voting in favour.

M-34689551-1

17. Dissolution of the association

17.1. It is foreseen that any remaining funds following dissolution of the association will be disbursed amongst the then ordinary members in proportion to their membership fee contributions in year that membership.

FEE SCHEDULE FOR 2019/20

(Set by Resolution of Directors and Confirmed at Annual General Meeting on 3 Jan 19)

FEES

- Joining Fee (new members) £50
- Annual Fee for Associate Members £500
- Annual Fee per boiler £250 for ordinary members
- All fees exclude VAT which should be added at the current rate of 20%.
- Not for profit organisations enjoy a 50% discount on Annual fees.

DONATIONS

- Donations to the Association will be acknowledged. Donations are not subject to VAT.