

CONSTITUTION AND RULES OF IRISH SOLAR ENERGY ASSOCIATION

1 NAME

The name of the Association is Irish Solar Energy Association (otherwise ISEA) ('the Association').

2 OBJECTS AND POWERS

2.1 The Association is established in order to:

2.1.1 promote the development and operation of Solar Energy within the island of Ireland;

2.1.2 represent the interests of the members as they are affected by legislation at National, European and International level; and

2.1.3 increase statutory support for solar products and State support for the value of solar products and potential contribution to the community.

2.2 In furtherance of such objects but not otherwise the Association may:

2.2.1 employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;

2.2.2 bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;

2.2.3 promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof for the benefit of the public;

- 2.2.4 arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 2.2.5 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- 2.2.6 undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association;
- 2.2.7 raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise;
- 2.2.8 carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of the objects;
- 2.2.9 cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects;
- 2.2.10 purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Association;
- 2.2.11 make regulations for any property which may be so acquired;
- 2.2.12 subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the property or assets of the Association;
- 2.2.13 subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary;
- 2.2.14 do all such other lawful things as are necessary for the attainment of such objects;

2.2.15 establish where necessary local branches (whether autonomous or not).

3 MEMBERSHIP

3.1 Membership of the Association shall be open to:

3.1.1 Ordinary Membership of the Association shall be open to businesses (whether incorporated or not) actually engaged in the development or operation of Solar Energy within the island of Ireland and who have paid the annual subscription as laid down from time to time by the Executive Committee (the “**Committee**”) mentioned below together with any levies and financial contributions fixed by the said committee from time to time.

3.1.2 Individual membership of the Association shall be open to individuals aged 18 years and upwards that are interested in furthering the work of the Association and who have paid the annual subscription for that class of membership as laid down from time to time by the Committee mentioned below. Individual members shall not be entitled to vote.

3.1.3 Associate membership of the Association shall be open to national, international and local voluntary or other non-profit distributing organisations (whether incorporated or not) invited by the Committee to join (and which invitation shall entitle membership for one year only unless the invitation is renewed or extended) which are interested in furthering the work of the Association and have paid their annual subscription (if one is fixed by the Committee). Associate members shall not be entitled to vote.

3.1.4 Honorary membership of the Association shall be open to individuals by invitation from the Association. Honorary members shall not be entitled to vote.

3.2 The subscription fee shall be set on an annual basis and communicated to the members of the Association at least 21 days before the AGM.

3.3 Each Ordinary member shall appoint one individual person to represent it and vote on its behalf at general meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation he or she shall immediately cease to be a representative of such organisation.

- 3.4 Each Ordinary member may appoint:
- 3.4.1 a deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Association; and
 - 3.4.2 observers (who shall not be entitled to vote) to attend any such meeting.
- 3.5 With reference to Clause 3.1, in order to become a member of the Association the relevant party must communicate the required information as stipulated by the Committee and pay the relevant annual subscription. The Committee shall then issue a statement declaring the applicant party to be of good standing, approving membership and entering them on the membership list.
- 3.6 The Committee shall have the right:
- 3.6.1 to approve or reject applications for membership; and
 - 3.6.2 for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Committee before a final decision is made.
- 3.7 Reasons for the termination or cessation of a membership include, but are not limited to, the following:
- 3.7.1 If the member resigns giving one month's notice in writing to that effect;
 - 3.7.2 If the member is declared bankrupt;
 - 3.7.3 If the annual subscription fee has not been paid within three months of becoming due;

- 3.7.4 If the Committee, having received a complaint against a member and after hearing the response of said member to the complaint, vote by not less than two thirds of those present, the member may be suspended or expelled from membership by virtue of the nature of the complaint at the discretion of the Committee; and
- 3.7.5 When the membership ceases by reason of either resignation, suspension or expulsion, the member shall not be entitled to repayment of any or any part of the annual subscription and shall be liable for all money owing to the association by the relevant member.

4 HONORARY OFFICERS

- 4.1 At the Annual General Meeting mentioned below the Association shall elect a Chair, a Secretary, a Treasurer and such other honorary officers as the Association shall from time to time decide.
- 4.2 The Chair and the honorary officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election provided that no honorary officer shall hold office for more than five consecutive years. On the expiration of such period two further years must elapse before any honorary officer shall be eligible for re-election.
- 4.3 The Chair and the honorary officers shall automatically be members of the Committee and any other committee.
- 4.4 The Association may appoint one or more qualified auditors and may determine their remuneration (if any).

5 EXECUTIVE COMMITTEE

- 5.1 As mentioned below, the policy and general management of the affairs of the Association shall be directed by a Committee which shall meet not less than four times a year and when complete shall consist of not less than two members plus the Chair, Secretary and Treasurer.
- 5.2 The Committee has responsibility for the administration and representation of the association.

- 5.3 The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with clause 5.5.
- 5.4 Election to the Committee shall be for three years. One-third of the membership shall retire annually but shall be eligible for re-election, the members to retire being those who have been longest in office since the last election but not reckoning the Chair and honorary officers. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- 5.5 Only representatives of ordinary members of the Association whether individual or representative shall be eligible to serve as honorary officers or members of the Committee but the Committee may elect one representative of a corporate member.
- 5.6 Nominations for honorary officers or members of the Committee must be made by ordinary members of the Association in writing and must be in the hands of the Secretary at least 10 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- 5.7 In addition to the members so elected and to those serving by virtue of clause 4.3 the Committee may elect one further member who shall be representative of a corporate member representative of both and who shall serve until the conclusion of the next Annual General Meeting after individual election.
- 5.8 Any casual vacancy in the Committee may be filled by the Committee by electing a representative of an ordinary member and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.
- 5.9 The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any member.
- 5.10 The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) as may in its opinion be necessary.
- 5.11 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

6 DETERMINATION OF MEMBERSHIP OF THE COMMITTEE

- 6.1 A member of the Committee shall cease to hold office if he or she:
- 6.1.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 6.1.2 resigns his or her office by notice in writing; or
 - 6.1.3 is absent from three consecutive meetings of the Committee and/or for good and sufficient reason three-quarters of the other members of the Committee pass a resolution that such Committee member shall be removed from office.

7 MEETINGS OF THE ASSOCIATION

- 7.1 Once a year an Annual General meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days' notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include the election of honorary officers; the election of ordinary members to serve on the Committee; the appointment of an auditor; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- 7.2 The Chair of the Committee may at any time at his discretion, and the Secretary shall within 21 days of receiving a written request so to do signed by not less than two ordinary members whether individual or representative and giving reasons for the request, call a special general meeting of the Association.

8 RULES OF PROCEDURE AT ALL MEETINGS

- 8.1 **Quorum**
The quorum at a meeting of the Association shall be four of the total ordinary membership of the Association for the time being and the quorum of the Committee or of any committee appointed under clause 5.10 shall be one-half of the Committee

or committee (as the case may be) or such other number as the Association may in general meeting from time to time determine.

If no Quorum is present, the meeting shall stand adjourned to a date to be advised which shall not be more than 60 days from the date of adjournment. If a Quorum is not present at the reconvened meeting then those present shall constitute a Quorum.

8.2 Voting

Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Committee provided that no such arrangements shall be made with regard to clauses 12 and 13. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent 2 or more interests, but in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

8.3 Minutes

Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter in the minute book a record of all proceedings and resolutions.

8.4 Standing Orders And Rules

The Committee shall have power to adopt and issue standing orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the provisions of this Constitution.

9 PAYMENTS

All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent:

9.1 the repayment to members of the Committee or of any committee appointed under clause 5.10 hereof of reasonable out-of-pocket expenses; and

9.2 the Committee being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in

relation to the Association; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew to be a breach of trust, or breach of duty, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

10 FINANCE

10.1 The Committee shall:

10.1.1 Keep full and accurate accounting records for the Association;

10.1.2 prepare annual statements of account for the Association;

10.1.3 ensure the auditing or independent examination of the statements of account of the Association.

10.2 An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.

10.3 A bank account shall be opened in the name of the Association with Bank of Ireland or with such other bank as the Committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories.

11 TRUST PROPERTY

11.1 Subject to the provisions of clause 11.2, the Committee shall cause the title to all investments and other assets held by or on behalf of the Association to vest in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they only act in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- 11.2 The holding trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

12 ALTERATIONS TO THE CONSTITUTION

- 12.1 The Constitution and Rules may be altered by a resolution passed by not less than two-thirds of the ordinary members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

13 DISSOLUTION

If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the Committee may determine.

14 NOTICES

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in Ireland, and any letter so sent shall be deemed to have been received within 10 days of posting.