Res4Africa Foundation

RULES OF OPERATION

As amended by a decision of the Executive Committee taken on 2 September 2021
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PARTICIPANTS IN

“Renewable Energy Solutions for the Mediterranean and Africa”

 Article 1 – Admission and Renewal of Participants in Res4Africa

1.1 Parties wishing to become Participants (i.e. Patron Member, Member, or Partner) of Renewable Energy Solutions for the Mediterranean and Africa (hereinafter referred to as “Res4Africa”), or to renew their status annually, must submit an application for admission or renewal, in accordance with the requirements specified in points A. and B. below, by:

a) registered letter with return receipt to the President of Res4Africa, Via Ticino 14, 00198, Rome, Italy, or

b) certified e-mail to: res4med@pec.it.

1.2 The President of Res4Africa will convene an Executive Committee meeting to decide on applications for admission and renewal submitted in accordance with paragraph 1.1 above.

A. Application for Admission

1.3 The application must specify the following data:

a) applicant’s identification data together with: (i) certified e-mail address for all communications; (ii) indication of an individual holding an executive position within the organisation of the applicant that the same applicant has appointed to manage both the application for admission and, after admission, relations with Res4Africa;

b) applicant’s sector of activity, skills, and expertise (including certifications or other documents giving evidence of such skills and expertise);

c) outline of the applicant’s main activities and initiatives in the sector of renewables, with particular regard to those in Mediterranean and Sub-Saharan Africa regions;

d) applicant's motivation for participating in Res4Africa;

e) applicant’s proposed contribution to the pursuit of the Aims of Res4Africa, in accordance with Article 4 of its By-Laws;

f) code of ethics of the applicant’s organisation in compliance with the applicant’s national legislation;

g) declaration of awareness and acceptance of the By-Laws, of these Rules of Operation, and of the Code of Ethics of the Foundation signed by the applicant’s legal representative;

h) category or subcategory of Participants in respect of which the application for admission is submitted.

1.4 The Executive Committee will accept or reject applications for admission using reasonable discretion and considering the following particular aspects:

a) whether the applicant meets the requirements established for each category or subcategory of Participants;

b) affinities between the applicant’s activities and the Aims pursued by Res4Africa;

c) applicant's proposed contribution to developing the activities referred to in Article 5 of the By-Laws of Res4Africa;

d) whether the applicant meets Res4Africa’s goal to have Participants who express
different skills and expertise and who will provide added value to the pursuit of its Aims.

1.5 The decision of the Executive Committee on acceptance or rejection of the application will be notified to the applicant’s address specified in the same application; the notice will also indicate the annual fees to be paid and the related payment procedure. The admission procedure will be finalised upon payment of the annual fees. From this time on, the applicant will acquire the status of Participant in Res4Africa and be entered into the Register of Participants of Res4Africa.

1.6 After entry into the above Register, each Participant is required to comply with all the provisions of the By-Laws of Res4Africa, of these Rules of Operation and the Code of Ethics.

B. Application for Renewal

1.7 Each Patron Member, Member, and Partner of Res4Africa will submit an application for annual renewal. The renewal application will specify the following data:
   a) any confirmation of the data and information contained in the application for admission submitted in accordance with point A. above, or of any previous application for renewal submitted in accordance with this paragraph B.;
   b) motivation of the applicant for renewing his/her participation in Res4Africa;
   c) applicant’s proposed contribution to developing the activities carried out by Res4Africa, in accordance with Article 5 of its By-Laws, in Mediterranean or Sub-Saharan Africa regions.

1.8 The Executive Committee will accept or reject Patron Members’, Members’, or Partners’ applications for annual renewal using reasonable discretion and considering, in particular, not only the aspects mentioned in paragraph 1.7 above, but also the following ones:
   a) whether the applicant is in good standing with the payment of his/her annual fees, as per Article 2 below;
   b) whether, throughout the previous year, the applicant met and continues to meet the requirements established herein for Patron Members, Members, and Partners;
   c) whether the applicant regularly participated in the committees, working groups, and events specified herein for Patron Members, Members, and Partners;
   d) applicant’s proposed contribution to developing the activities referred to in Article 5 of the By-Laws of Res4Africa.

1.9 The decision of the Executive Committee on acceptance or rejection of the application for annual renewal will be notified to the applicant’s address specified in the application within 15 (fifteen) days of the decision. The notice will also indicate the annual fees to be paid by the renewed Patron Member, Member, or Partner and the related payment procedure.

1.10 Participants will be entered into the Register of Participants of Res4Africa. The Secretary-General will be in charge of registration and keeping the Register under custody.

Article 2 – Payment of Annual Fees

2.1 Each Participant will pay the annual fees determined for his/her category or subcategory by 31 March of each year at the latest.

2.2 Each year, the Executive Committee will decide on the amount of annual fees and on the related payment procedure.
Article 3 – Rights and Duties of Participants

A. Partners

3.1 Partners are entitled to
   a) receive:
      (i) updates and informative documents prepared by Res4Africa;
      (ii) reports and technical analyses prepared by Res4Africa;
   a) participate:
      (i) in committees and working groups set up for pursuing the Aims of Res4Africa, as set forth in Article 4 of its By-Laws;
      (ii) in specific projects and activities organised by Res4Africa;
      (iii) in courses organised at international level by Res4Africa in connection with specific projects in which they are involved;
      (iv) in networking events (B2B) in connection with specific projects in which they are involved;
      (v) as sponsors and/or speakers in events organised by Res4Africa in connection with specific projects in which they are involved;
   b) rely on the official network of Res4Africa to carry out marketing activities (i.e. branding via the communication channels of Res4Africa);
   c) be quoted on the website of Res4Africa and in documents regarding specific projects that they sponsor/ed and/or in which they are/were involved.

3.2 Partners have the following duties:
   a) complying with the By-Laws, these Rules of Operation, and the Code of Ethics of the Foundation;
   b) abiding by the decisions of General Meetings and Executive Committee meetings;
   c) participating in at least 1 (one) committee per year to which they are invited;
   d) participating in at least 1 (one) event per year to which they are invited;
   e) actively contributing to the activities of Res4Africa, disseminating their outcomes, and organising events highlighting its action.
B. Members

Members are divided into two subcategories: Ordinary Members and Supporting Members.

3.3 Ordinary Members

3.4.1 Ordinary Members are entitled to
a) receive:
   (i) updates and informative documents prepared by Res4Africa;
   (ii) reports and technical analyses prepared by Res4Africa;

a) hold offices within Res4Africa;

b) chair committees and working groups;

c) participate:
   (i) in General Meetings with voting rights;
   (ii) in committees and working groups set up by Res4Africa to pursue its Aims;
   (iii) in all the projects and activities organised by Res4Africa;
   (iv) in all the training courses organised at international level by Res4Africa;
   (v) in all the networking events organised by Res4Africa;
   (vi) as sponsors and/or speakers in all the events organised by Res4Africa;
   (vii) in all missions organised by Res4Africa to build awareness of renewables;

d) rely on:
   (i) the network of experts cooperating with Res4Africa nationally and internationally;
   (ii) the official network of Res4Africa to carry out marketing activities (i.e. branding via
        the communication channels of Res4Africa);

e) directly interact with national and international institutions and organisations;

f) prepare Position Papers and Recommendations on various topics to be submitted to
   policy-makers.

3.3.2 Ordinary Members will have the following duties:

a) complying with the By-Laws, these Rules of Operation, and the Code of Ethics of the
   Foundation;

b) abiding by the decisions of General Meetings and Executive Committee meetings;

c) paying the annual fees in compliance with Article 2 above;

d) participating in at least 2 (two) committees per year to which they are invited;

e) participating in at least 2 (two) events per year to which they are invited;

f) actively contributing to the activities of Res4Africa, disseminating their outcomes, and
   organising events highlighting its action.

3.4 Supporting Members

3.4.1 Supporting Members will have not only the rights mentioned in paragraph 3.4.1 above, but
also the following ones (having priority over those exercised by Partners and Ordinary
Members):

a) being involved in the missions organised by Res4Africa in target markets within the
Region defined in Article 4 of the By-Laws of Res4Africa;
b) taking part in the activities of Res4Africa when they are restricted to a given number of Participants;
c) having access to:
   (i) market information and analyses about the legislative/regulatory framework of renewables in Mediterranean and Sub-Saharan Africa regions;
   (ii) strategic contacts in target markets within the Region defined in Article 4 of the By-Laws of Res4Africa.

3.4.2 Supporting Members will have the following duties:
a) complying with the By-Laws, these Rules of Operation, and the Code of Ethics of the Foundation;
b) abiding by the decisions of General Meetings and Executive Committee meetings;
c) paying the annual fees in compliance with Article 2 above;
d) participating in at least 3 (three) committees per year to which they are invited;
e) participating in at least 3 (three) events per year to which they are invited;
f) actively contributing to the activities Res4Africa, disseminating their outcomes, and organising events highlighting its action.

C. Patron Members
3.5 Patron Members will have the same rights and duties as the Supporting Members referred to in paragraph 3.5 above, but with priority over those of the Supporting Members.

Article 4 – Loss of the status of Participant
A. Resignation
4.1 Each Participant may resign from Res4Africa by sending a written notice thereof, under the procedure referred to in paragraph 1.1 above, by 30 September of each year.
4.2 The resignation will take effect as of 31 December of the year in which the notice is sent, without prejudice to the resigning Participant’s fulfilment of all the duties previously undertaken towards Res4Africa.
4.3 Any decision of the General Meeting amending all or part of the By-Laws of Res4Africa will entitle each Participant who has not voted in favour of the same to resign therefrom. Under these circumstances:
a) each Participant may exercise his/her right of resignation, under the procedure referred to in paragraph 4.1 above, within 7 (seven) days of receipt of the notice convening the General Meeting referred to in paragraph 14.1 of the By-Laws of Res4Africa;
b) the resignation will take effect when the General Meeting approves the proposed amendments to the By-Laws of Res4Africa, without prejudice to the resigning Participant’s fulfilment of all the duties previously undertaken towards Res4Africa.
4.4 In the event of resignation for whatever reason, nothing will be owed to the resigning party (for the sake of clarity, not even the refund of annual fees).

B. Default in payment
4.5 Participation in Res4Africa will terminate de jure if a Participant fails to pay his/her annual fees by 31 March of each year and, even after receiving a notice of default from the
President of Res4Africa by registered letter with return receipt or certified e-mail, he/she persists in not making the payment within one (1) month of the date of notice.

4.6 The Participant terminated under paragraph 4.5 above cannot claim any right towards Res4Africa and its statutory bodies, and Article 4.4 will also apply mutatis mutandis.

C. Expulsion on serious grounds

4.7 A Participant may be expelled from Res4Africa on serious grounds, i.e. if his/her conduct is in conflict with and contrary to the Aims of Res4Africa, as per Article 4 of its By-Laws.

4.8 The decision on expulsion, taken by the Executive Committee, will take immediate effect on the date of the relevant notice.

4.9 The expelled Participant cannot claim any right towards Res4Africa (including the right of refund of annual fees paid).

SECTION II
Operation of the Statutory Bodies of Res4Africa

Article 5 – General Meetings

5.1 Subject to articles 13, 14, and 15 of the By-Laws of Res4Africa, the Chairperson of the General Meeting will
   a) ensure that the number of Members present constitutes a quorum for the General Meeting;
   b) check the identities and attendance/voting rights of the parties present;
   c) verify the right to speak and vote of the parties present;
   d) open the General Meeting by reading the agenda and the items to be debated;
   e) conduct the business of the General Meeting;
   f) verify the results of any voting.

Under paragraph 15.5 of the By-Laws of Res4Africa, the above activities will be recorded in the minutes.

5.2 Pursuant to paragraph 14.3 of the By-Laws of Res4Africa, General Meetings may be held via audio/videoconferencing, subject to the following requirements:
   a) the notice of the meeting specifies the details for connection to audio/video systems;
   b) the Chairperson can carry out all the activities mentioned in paragraph 5.1 above;
   c) the Chairperson and the record-keeper can adequately follow all the events of the meetings to be recorded in the minutes;
   d) all attendants can take part in the debate in real time, and simultaneously vote on the items on the agenda, as well as send, receive, and view documents.

Article 6 – Executive Committee

6.1 The Executive Committee will usually meet at least once every four (4) months.

6.2 Subject to articles 16-19 of the By-Laws of Res4Africa, the Chairperson of the Executive Committee meeting will
   a) ensure that the number of members present constitutes a quorum;
   b) check the identities and attendance/voting rights of the parties present;
   c) open the Executive Committee meeting by reading the agenda and the items to be debated;
d) conduct the business of the Executive Committee meeting;
e) verify the results of any voting.

Under paragraph 19.4 of the By-Laws of Res4Africa, the above activities will be recorded in
the minutes.

6.3 In compliance with paragraph 18.3 of the By-Laws of Res4Africa, Executive Committee
meetings may take place via audio/videoconferencing. Reference will be made to
paragraph 5.2 above.

6.4 Except for the Secretary-General, the members of the Executive Committee shall not be
remunerated nor receive any compensation for their membership or attendance at the
meetings.

**Article 7 – Board of Auditors**

7.1 Without prejudice to Article 22 of the By-Laws of Res4Africa, when a Board of Auditors has
been entrusted with the auditing of accounts,
a) its meetings will be convened whenever its Chairperson deems it appropriate or at the
proposal of 2 (two) of its standing members;
b) it will meet at least once a year in order to prepare the report accompanying the
financial statements, as per paragraph 22.3 e) of the By-Laws of Res4Africa.

Any procedure may be used for convening meetings, provided that it has been agreed by
the members of the Board of Auditors.

7.2 The meeting of the Board of Auditors will constitute a quorum if a majority of its members
are present. Decisions will be taken by a majority of members present.

7.3 The Chairperson of the Board of Auditors will take minutes of decisions taken. Decisions
will be entered into the Book of Board of Auditors’ decisions.

**SECTION III**

**Organisation of the Activities of Res4Africa**

**Article 8 – Strategic Committees**

8.1 Under Article 21.4 of the By-Laws of Res4Africa, the Secretary-General may establish one or
more Strategic Committees, setting the number of their members.

8.2 Each Committee will
a) consist of representatives (holding top-management positions) of those Participants
that the Secretary-General may select at his/her own discretion;
b) be chaired by the Secretary-General.

8.3 The meetings of each Committee may take place via audio/videoconferencing. Reference
will be made to paragraph 5.2.

The Secretary-General may, at his/her own discretion, invite other parties to participate in
the meetings.

8.4 The members of the Strategic Committees and any of the invitees shall not be
remunerated nor receive any compensation for their membership and attendance at the
meetings.

**Article 9 – Working Groups**

9.1 For specific projects of the Foundation, the Secretary-General may establish one or more
Working Groups within each Strategic Committee, setting the number of their members
and defining their terms of reference.

9.2 Each Working Group will
a) consist of representatives (holding middle-management positions) of Participants;
b) be chaired by the Secretary-General;
c) be of either a permanent or temporary nature.

9.3 The Secretary-General will determine the timeframes and procedures for fulfilment of the terms of reference by the Working Groups, convene meetings of the Working Groups at regular intervals and organise their business.

9.4 Working Group meetings may take place via audio/videoconferencing. Reference will be made to paragraph 5.2.

9.5 The members of the Working Groups will not be remunerated nor receive any compensation for their membership and attendance at the meetings.

**Article 10 – Plan of Action**

10.1 Every year, the Executive Committee will approve the proposed Plan of Action for the pursuit of the Aims of Res4Africa. The Plan will be proposed by the Secretary-General as per paragraph 17.2 f) of the By-Laws of Res4Africa.

10.2 The Plan of Action will specify
   a) the results that Res4Africa wishes to achieve for the pursuit of its Aims, and the related timeframes;
   b) the activities that Res4Africa intends to carry out in order to achieve the above results;
   c) the internal organisational structure that Res4Africa plans to adopt in order to carry out the above-mentioned activities and achieve the above-mentioned results;
   d) the activities that may be assigned to the Strategic Committees and the Working Groups.

**Article 11 – Advisory Board**

11.1 In discharging its duties, the Executive Committee may rely on the support of an Advisory Board.

11.2 The Advisory Board will consist of individuals from the industrial, academic, financial, and institutional world, at national and international level, with proven experience and competence in the sectors covered by the activities of Res4Africa.

11.3 The Chairperson and members of the Advisory Board, who will be appointed and dismissed by the Executive Committee, will hold office for 4 (four) years and be eligible for reappointment.

11.4 The Secretary-General will attend Advisory Board meetings.

11.5 The Advisory Board will
   a) play an advisory role;
   b) support the Executive Committee by expressing, among others, opinions on the strategic actions to be pursued in order to attain the Aims of Res4Africa as per Article 4 of its By-Laws;
   c) contribute to disseminating the results achieved by Res4Africa in its activities.

11.6 The members of the Advisory Board will not be remunerated nor receive any compensation for their membership or attendance at the meetings.
SECTION IV
Annual Fees and Intellectual Property

Article 12 – Annual Fees
The annual fees determined by the Executive Committee may be updated by the Executive Committee on a yearly basis in compliance with Article 2.2 above.

Article 13 – Intellectual Property
13.1 Res4Africa will have sole and exclusive intellectual and industrial property rights and all consequent rights of use of (including the right to publish and publicise via any media) the data, information, publications, and know-how that it will develop as part of its activities under Article 5 of its By-Laws.
13.2 Res4Africa will have the right to use (including the right to publish and publicise via any media) – in whatever way, on a free-of-charge basis, and without territorial limitations – the contributions, articles, reports, and publications produced by its Participants in connection with or during the activities of Res4Africa.

SECTION V
Final Provisions

Article 14 – Compulsory Mediation Attempt
14.1 Under paragraph 25.1 of the By-Laws, if disputes arise between Participants and the statutory bodies of Res4Africa, among the statutory bodies of Res4Africa, or among Participants, in connection with the construction and/or implementation of its By-Laws, or with associative relationships, either party may propose a date/time and venue for a first meeting with the other party.
14.2 If this meeting fails to take place within 30 (thirty) days of the proposed meeting date, or if no agreement is reached within 30 (thirty) days of the first meeting, the mediation attempt will be considered to be unsuccessful and each of the parties may institute an arbitration procedure pursuant to paragraph 25.2 of the By-Laws of Res4Africa.

Article 15 – Rules of Operation
In compliance with Article 17.2 i) of the By-Laws of Res4Africa, these Rules of Operation have been approved by a decision of the Executive Committee taken on 2 September 2021.

These Rules of Operation have been written in Italian. In the event of discrepancies of interpretation between the Italian original and its translation into English, the Italian text will prevail.