Res4Africa Foundation

By-Laws

Rome, 17 June 2021
Table of Contents

SECTION I  4

Initial Provisions  4

Article 1 – Establishment and Name  4
Article 2 – Seat  4
Article 3 – Duration  4
Article 4 – Aims  4
Article 5 – Activities Needed to Achieve the Aims of the Foundation  4
Article 6 – Legislative and Regulatory Sources  5

SECTION II  6

Assets  6

Article 7 – Assets 6

SECTION III  7

Participants  7

Article 8 – Participants in the Foundation 7
Article 9 – Patron Members  7
Article 10 – Members  7
Article 11 – Partners  8

SECTION IV  8

Statutory Bodies  8

Article 12 – Statutory Bodies  8

General Meeting  9

Article 13 – General Meeting  9
Article 14 – Announcement of General Meetings 9

Article 15 – Terms of Reference and Resolutions of the General Meeting 9

Executive Committee 10

Article 16 – Membership, Appointment, and Term of Office 10
Article 18 – Announcement of Executive Committee Meetings 12
Article 19 – Resolutions 12

President 12

Article 20 – President 12

Secretary-General 13

Article 21 – Secretary-General 13

Auditor/Board of Auditors 14

Article 22 – Auditor/Board of Auditors 14

SECTION V 14

Final Provisions 14

Article 23 – Financial Year 14
Article 26 – Disputes 14
SECTION I
Initial Provisions

Article 1 – Establishment and Name
1.1 A non-profit-making foundation is hereby established under the name “Renewable Energy Solutions for the Mediterranean and Africa” (hereafter referred to as the “Foundation”).
1.2 Use may be made of the shortened name “RES4AFRICA” and “RES4MED”, without graphic constraints.
1.3 The Foundation is independent and is not controlled by or affiliated to any profit-making party that may benefit from public funds possibly granted to the Foundation.

Article 2 – Seat
2.1 The Foundation will have its registered office in Rome.
2.2 The Executive Committee may decide on the opening or closing of branch offices or field units of the Foundation.

Article 3 – Duration
The Foundation will have unlimited duration.

Article 4 – Aims
4.1 The Foundation will pursue aims of general public interest, namely the promotion of the use of renewable energy sources (“renewables”), the dissemination of energy efficiency measures, and the setting up of a framework enabling investments in renewables in the countries of the South and East Mediterranean, as well as of Sub-Saharan Africa (the “Region”).
As part of the above Aims and in compliance with the principles set out in Article 2 of Law no. 125/2014 and with international standards on human rights, social responsibility, and environmental protection, the Foundation will pursue the objectives of international cooperation for sustainable development referred to in Articles 1 and 2 of Law no. 125/2014.
4.2 In view of the above, the Foundation will also
a) further the deployment of all renewables, both on a large scale and through distributed generation, with a view to covering local energy requirements;
   b) encourage the dissemination of the skills and expertise needed for the efficient integration of renewables and for the development of solutions targeted towards energy efficiency.
(All the aims mentioned in this Article 4 will be collectively referred to as the “Aims”).

Article 5 – Activities Needed to Achieve the Aims of the Foundation
5.1 To pursue its Aims, the Foundation will
a) communicate and interact with governments, institutions, entities, agencies, and companies;
   b) support interested parties in setting up a legislative and regulatory framework enabling
the development and optimal use of renewables, by favouring a larger involvement of the private sector;

c) foster the building of decision-making, institutional, and training capacity in the Region, with a view to ensuring the dissemination of the skills and expertise needed for the efficient integration of renewables;

d) promote the creation of a network of energy specialists, professionals, and experts, by relying on the skills, expertise, and support of its Participants (as defined in para. 8.1 below);

e) conduct and commission analyses, studies, and research activities in the renewables market of the Region with a view, among others, to providing technical and market-strategy support to its Participants;

f) communicate and build awareness of its activities and outcomes through seminars, workshops, conferences, events, training courses, publications, and other forms of communication, to the extent allowed by the applicable laws;

g) preserve its documentary and archival assets, as well its reference and audiovisual material, for possible publication and future public use;

h) ensure the implementation, in the Region, of the international development cooperation initiatives referred to in Law no. 125/2014, especially in the energy–infrastructure sector, including initiatives based on partnerships with local parties;

i) promote environmental sustainability, access to modern energy production services, social innovation, increase in the share of renewables among global energy sources, research on renewables, investment in energy infrastructure and clean energy technologies, struggle against climate change, protection and wise management of natural resources (also through ecosystemic approaches and the use of renewable and sustainable energy sources), strengthening local civil societies, and sustainable management and use of the natural capital of the Region.

5.2 To achieve its Aims, the Foundation may

a) take any and all actions as may be necessary, useful, or appropriate, instrumental for, or related to its aims, including but not limited to recourse to (public and private) non-refundable contributions and funds; in no circumstance will the Foundation borrow funds from banks;

b) participate in the setting up of associations, committees, and institutions in general, and/or join existing ones; it may also cooperate with (national and international) institutions, agencies, administrations, companies, institutes, universities, academia, and other entities.

Article 6 – Legislative and Regulatory Sources

The Foundation will conduct its activities in compliance with the applicable laws, these By-Laws, and the rules of operation approved by its Executive Committee under Article 17.2 below (“Rules of Operation”), as well as with the resolutions adopted in accordance herewith by its relevant statutory bodies.
SECTION II
Assets

Article 7 – Assets

7.1 The assets of the Foundation will consist of the initial endowment provided by its Participants and better described in its Constitution (change of the legal status of the association bearing the same name).

7.2 The assets of the Foundation may be increased by public and private contributions and donations, given by any party wishing to foster the activity of the Foundation and formally accepted by its Executive Committee in accordance with para. 17.2 k) below.

The assets of the Foundation will also consist of earnings from its assets, except as provided in Article 7.3 c) below.

7.3 The income of the Foundation, to be used solely for the pursuit of its Aims, as provided for in Article 4 above, will consist of:

a) annual fees paid by Participants under para. 8.2 below;

b) public and private contributions and donations, given by any party and not explicitly allocated – by the Executive Committee – for the increase of the assets of the Foundation, as referred to in para 7.2 above, and which are formally accepted by the Executive Committee under para. 17.2 k) below;

c) earnings from the assets of the Foundation that the yearly approved financial statements explicitly allocate for the pursuit of its Aims;

d) any other item of income not explicitly allocated for the increase of its assets under para. 7.2 above.

7.4 The assets of the Foundation, including revenues, income from property or of whatever nature, and other proceeds, including those deriving from ancillary commercial activities or other forms of self-financing, will be used entirely to carry out the activities of the Foundation in pursuing its Aims under Article 4 above, or to increase its assets
SECTION III
Participants

Article 8 – Participants in the Foundation

8.1 Participants in the Foundation are defined as the parties contributing to pursuing its Aims, i.e.:

a) Patron Members,

b) Members, and

c) Partners.

8.2 In general,

a) all Participants will be required to

(i) contribute to the activities of the Foundation and to the pursuit of its Aims, under the procedures and in the ways established herein and in the Rules of Operation;

(ii) pay the annual fees – as determined from time to time by the Executive Committee – by 31 March of each year, without prejudice to the provisions of para. 11.2 below;

b) Participants will be represented within the Foundation by individuals in executive positions, who can ensure the efficiency and operability of its statutory bodies;

c) in evaluating applications for participation, the Foundation will seek to select candidates who express different skills and expertise, and who will provide added value to the pursuit of its Aims;

d) each category (and subcategory) of Participants will have specific rights and duties, as indicated in the Rules of Operation.

8.3 The admission of Participants to the Foundation and the reconfirmation of Patron Members, Members, and Partners on an annual basis will not be a right for the same. The Executive Committee will decide on each admission and reconfirmation exercising reasonable discretion, after assessing whether the Participant concerned meets and continues to meet the requirements specified for its category and subcategory by the Rules of Operation, as well as by the provisions of para. 8.2 above.

8.4 Patron Membership, Membership, and Partnership in the Foundation will be on an annual basis and subject to renewal, as decided by the Executive Committee under para. 8.3 above.

8.5 The Rules of Operation will lay down the grounds and procedures for expulsion of Participants from the Foundation.

Article 9 – Patron Members

9.1 Thanks to their proven and outstanding support, Patron Members represent fundamental values of the Foundation and guarantee its continuity and the pursuit of its Aims.

Article 10 – Members

10.1 Members contribute in a factual and continuous way to the pursuit of the Aims of the Foundation.
10.2 Members are divided into Supporting Members and Ordinary Members; their contribution to the Foundation (contributions in cash and/or provision of services) is specified in the Rules of Operation.

10.3 The Rules of Operation may divide Members into additional subcategories (depending on their practice, level of involvement, and area of origin) and establish their rights, duties, and membership fees.

**Article 11 – Partners**

11.1 Partners are defined as institutions (State-owned, academic, and research) and companies supporting the Foundation

a) in specific projects;

b) institutionally and on a regular basis.

11.2 The Rules of Operation may divide Partners into subcategories, having different rights, duties, and partnership fees. The same rules may also provide that some Partners will be exempted from the payment of fees, taking into account their nature and their contribution to the Foundation.

**SECTION IV**

**Statutory Bodies**

**Article 12 – Statutory Bodies**

12.1 The statutory bodies of the Foundation will be as follows:

a) the General Meeting;

b) the Executive Committee;

c) the President;

d) the Secretary-General;

e) the Auditor/Board of Auditors.

12.2 The members of the above statutory bodies will be selected from among individuals who

a) fulfil the integrity and honesty requirements set out in the ministerial decree mentioned by Article 26, para. 3, of Legislative Decree no. 385 of 1 September 1993;

b) have adequate and proven professional competence, especially in the sectors of energy, economics, finance, law, and international relations.

12.3 The offices of member of the Executive Committee, Secretary-General, and Auditor/member of the Board of Auditors will be mutually exclusive.

12.4 All offices, except those of Secretary-General and Auditor/member of the Board of Auditors, will be non-remunerative, with the exception of the refund of duly justified expenses incurred in the name and on behalf of the Foundation, and/or for the discharge of specific assignments.
**General Meeting**

**Article 13 – General Meeting**

13.1 The General Meeting will consist of all the Patron Members and Members of the Foundation.

13.2 Patron Members and Members may be represented at a General Meeting by other Patron Members and Members by written proxies. Each attending Patron Member or Member may hold a maximum of two proxies.

**Article 14 – Announcement of General Meetings**

14.1 The President will convene a General Meeting by serving an appropriate notice, with proof of receipt, to Patron Members and Members at least 10 (ten) days before the meeting or, in the event of urgent matters, 5 (five) days before the meeting. The notice will include the agenda and specify the place and date/time of the meeting.

14.2 A General Meeting will usually be convened

   a) at least once a year, by 30 April, for approval of the financial statements (to be accompanied by the reports of the Executive Committee and of the Auditor/Board of Auditors), and whenever the President deems it appropriate or is held to do so under the applicable laws;

   b) at the seat of the Foundation or in any other venue, whether in Italy or abroad, as specified in the relevant notice.

14.3 A General Meeting may also take place via audio/videoconferencing, under the procedures indicated in the relevant notice, provided that all attendants can be identified and are able to follow and take part in the debate on the items of the agenda in real time. The meeting will be deemed to be held in the place where the President and the Secretary-General are located.

14.4 The General Meeting will be chaired by the President or, if he/she is absent or unable to act, by another person appointed by attendants.

**Article 15 – Terms of Reference and Resolutions of the General Meeting**

15.1 At its first call, the General Meeting will constitute a quorum if an absolute majority of members with voting rights are present or represented by proxy; at its second call, the General Meeting will constitute a quorum irrespective of the number of members with voting rights present or represented by proxy.

15.2 The General Meeting will decide, by a majority vote of attendants (one vote per head), on the following matters:

   a) approving financial statements,

   b) appointing and dismissing the Auditor/Board of Auditors, determining the number of members of the Board of Auditors, the remuneration (if any) of the Auditor/members of the Board of Auditors, and appointing the chairperson of the Board of Auditors;

   c) appointing the members of the Executive Committee in accordance with para. 16.3 below.

15.3 The General Meeting will also decide on amendments to these By-Laws by an affirmative vote of two thirds of members with voting rights, necessarily including two thirds of all the
Patron Members (one vote per head), within the limitations set by law (and with the exclusion of substantial changes to its Aims).

15.4 In the event of a tie, the General Meeting will adopt the resolution obtaining the affirmative vote of the highest number of Patron Members.

15.5 The chairperson, supported by the Secretary-General, will take minutes of the General Meeting. The resolutions referred to in para. 15.3 above will be recorded in the form of notarised minutes.

Executive Committee

Article 16 – Membership, Appointment, and Term of Office

16.1 The Executive Committee will consist in:

a) members by right, appointed by the Patron Members of the Foundation;

b) 6 (six) elective members, elected from among the candidates designated by Members.

The members of the Executive Committee must be individuals (natural persons).

16.2 Each Patron Member will appoint a member by right of the Executive Committee. The appointed member will remain in office as long as the appointing Patron Member maintains his/her status.

16.3 For the election of elective members, each Member will designate one candidate by sending an appropriate communication to the Secretary-General.

The following members of the Executive Committee will be elected by secret ballot and by an absolute majority of attendants:

a) 4 (four) members from among the candidates designated by Supporting Members;

b) 2 (2) members from among the candidates designated by Ordinary Members.

In the event of a tie, by way of derogation from Article 15.4 above, the General Meeting will vote again – by secret ballot and by an absolute majority of attendants – to decide between two or more candidates who have obtained the same number of votes.

If no candidate obtains an absolute majority of votes in the election, there will be a drawing of lots between the candidates who have obtained the same number of votes.

16.4 Pursuant to para. 16.5 below, the Executive Committee will hold office for 4 (four) years; its term of office will expire upon the date of the General Meeting convened to approve the financial statements for the last financial year of its term of office. The members of the Executive Committee will be eligible for re-election.

16.5 Two years after its appointment, the Executive Committee will be partially renewed. In particular, 4 (four) of its elective members will be renewed under the following procedure:

a) the 3 (three) members in office, elected from among the candidates designated by Supporting Members and having received the lowest number of votes in the election of the Executive Committee, will be replaced by the first 3 (three) non-elected candidates, designated by Supporting Members and having obtained the highest number of votes in the election;

b) the 1 (one) member in office, elected from among the candidates designated by Ordinary Members and having received the lowest number of votes in the election of the Executive Committee, will be replaced by the first non-elected candidate,
designated by Ordinary Members and having received the highest number of votes in the election.

If two or more candidates obtain the same number of votes, the member to be renewed and/or the candidate called to replace the member to be renewed will be selected by drawing of lots.

The Secretary-General will be responsible for the renewal formalities, in the presence of the President, and for the related minutes. The General Meeting will confirm the renewal at the earliest opportunity.

16.5 If one or more vacancies occur in the Executive Committee before the first expiry of its term of office, the General Meeting will forthwith appoint substitute members in accordance with this Article 16; substitute members will hold office until the expiry of the term of office of the members that they have replaced.

16.6 If there is no member of the Executive Committee remaining in office, the Auditor/Board of Auditors will forthwith convene a General Meeting, and the Secretary-General or, failing the Secretary-General, the Auditor/Board of Auditors will ensure the management of the Foundation in the meantime, confining themselves to routine business and urgent matters.

Article 17 – Terms of Reference of the Executive Committee

17.1 The Executive Committee will have the broadest powers to manage the Foundation and to take any and all actions, including actions of disposal, as it may deem appropriate for implementing the Aims of the Foundation, without prejudice to the powers of the other statutory bodies.

17.2 The Executive Committee will also be empowered to

a) appoint the President from among its members and dismiss him/her;

b) appoint the Secretary-General, determine his/her remuneration, and dismiss him/her;

c) decide on the admission and annual renewal of Patron Members, as well as on their expulsion;

 d) decide on the admission and annual renewal of Members and Partners, as well as on their expulsion;

 e) enforce compliance with and ensure the implementation of the principles and provisions of these By-Laws;

 f) approve the strategies and plan of action for achieving the Aims of the Foundation, and the related annual budget;

 g) take care of the organisation and administration of the Foundation, and manage its assets;

 h) prepare the proposed financial statements and the related report, to be submitted to the General Meeting for approval;

 i) approve the Rules of Operation;

 j) determine the amount of the annual fees for Patron Members, Members, and Partners;

 k) accept inheritances, bequests, contributions, donations, and other funds provided by public and private parties and other than the fees referred to in para. 8.2 a) (ii) above;

 l) attend General Meetings without voting rights.
Article 18 – Announcement of Executive Committee Meetings

18.1 The President will convene Executive Committee Meetings by serving an appropriate notice, with proof of receipt, to its members at least 5 (five) days before the meeting or, in the event of urgent matters, 24 (twenty-four) hours before the meeting. The notice will include the agenda and specify the place and date/time of the meeting.

18.2 The President will convene an Executive Committee Meeting whenever he/she deems it appropriate, and whenever he/she receives a request to do so (specifying the agenda and including supporting documents) from two members of the Executive Committee or from the Auditor/Board of Auditors.

18.3 The sittings of the Executive Committee may also be held via audio/videoconferencing. Reference will be made to para. 14.3 above.

18.4 The Executive Committee will constitute a quorum if a majority of its members are present.

18.5 Without prejudice to the voting rights of the members in office of the Executive Committee, all the Participants of the Foundation may be invited to attend meetings.

Article 19 – Resolutions

19.1 The Executive Committee will usually adopt its resolutions by an absolute majority of its members.

19.2 However, resolutions concerning
a) the matters referred to in para. 17.2, a), b), c), f), and i), and
b) the proposals to be submitted to the General Meeting regarding the resolutions referred to in para. 17.2 above
will be adopted by the affirmative vote of a majority of Patron Members and a majority of Members.

19.3 In the event of a tie, the President will have the casting vote.

19.4 The chairperson, supported by the Secretary-General, will take minutes of Executive Committee Meetings.

19.5 The minute book will be kept at the seat of the Foundation.

President

Article 20 – President

20.1 The Executive Committee will elect the President from among the members by right appointed by the Patron Members.

20.2 The President will
a) ensure the continuity and unity of the Foundation, as well as the achievement of its mission;

b) represent the Foundation at all levels;

c) convene, organise the work, formulate the agenda of, and chair General Meetings and Executive Committee Meetings;
d) monitor the implementation of the resolutions of General Meetings and Executive Committee Meetings;

e) manage the institutional relations of the Foundation and coordinate its communication activities with the support of the Secretary-General and in accordance with the communication plan approved by the Executive Committee;

f) exercise any power as may be delegated to him/her by the General Meeting and the Executive Committee.

20.3 If the President is absent or unable to perform his/her duties, the powers attributed to him/her under paras. 14.1, 14.2, 18.1, and 18.2 above will be exercised by the oldest member of the Executive Committee among the members by right appointed by the Patron Members.

**Secretary-General**

**Article 21 – Secretary-General**

21.1 The Executive Committee will elect the Secretary-General from among individuals who are external to the Executive Committee and who have proven professional competence, integrity, and honesty.

21.2 The Secretary-General will carry out his/her activity for the Foundation on an exclusive basis. He/she will serve for 5 (five) years and be eligible for re-election.

21.3 The Secretary-General will

a) be in charge of the organisation and operation of the Foundation, and coordinate its offices and activities based on the guidelines given by the Executive Committee;

b) be in charge of the secretariat of the Foundation and of the management of its personnel;

c) support the President in the activities of communication of the Foundation;

d) implement the resolutions of General Meetings and Executive Committee Meetings;

e) chair advisory or operational committees and working groups, unless such committees and working groups rely on chairpersons appointed on a case-by-case basis by the Executive Committee from among their members;

f) prepare proposals to be submitted to the Executive Committee;

g) whenever necessary, replace the President in representing the Foundation;

h) report to the Executive Committee on a regular basis.

21.4 The Secretary-General may set up one or more Strategic Committees, consisting of Participants providing advice, strategies, and guidance as part of the implementation of specific projects of the Foundation. The Secretary-General will select the members of the Strategic Committees at his/her sole discretion. The Secretary-General will convene the Strategic Committees whenever he/she deems appropriate and chair their meetings.
Auditor/Board of Auditors

Article 22 – Auditor/Board of Auditors

22.1 The General Meeting will assign the auditing of the accounts of the Foundation to
   a) a single auditor, who must listed in the register of auditors, or
   b) a board consisting of 3 (three) standing members and 2 (two) alternate members, the
      majority of whom must be listed in the register of auditors.

22.2 The Auditor/Board of Auditors will serve for 3 (three) years and his/her/its term of office will
      expire upon the date of the General Meeting convened to approve the financial
      statements for the last financial year of his/her/its term of office.

22.3 The Auditor/Board of Auditors will
   a) audit the accounts of the Foundation;
   b) check the reliability and accuracy of the financial statements and of their supporting
      documents;
   c) monitor compliance with the applicable laws and these By-Laws by the statutory bodies
      of the Foundation;
   d) verify the adequacy of the Foundation’s organisation;
   e) prepare an appropriate report on the financial statements.

22.4 The Auditor/Board of Auditors will attend General Meetings and Executive Committee
      Meetings without voting rights.

SECTION V

Final Provisions

Article 23 – Financial Year

23.1 The financial year of the Foundation will coincide with the calendar year.

23.2 Any net income or surplus earnings of the Foundation (just as its assets) will not be
      distributed to Participants, whether directly or indirectly, and they
      will be used solely for
      the pursuit of its Aims.

Article 24 – Dissolution of the Foundation

25.1 The Foundation will be dissolved solely upon the occurrence of the events specified by the
      applicable laws.

25.2 In the event of dissolution, the General Meeting may devolve any remaining assets to other
      entities having similar institutional aims. These entities will be identified by a resolution of
      the General Meeting adopted with the majorities referred to in Article 15.1 above, after
      seeking the (mandatory and non-binding) opinion of the Auditor/Board of Auditors. Failing
      this resolution, the matter will be decided by governmental authorities.

Article 26 – Disputes

26.1 If disputes regarding the interpretation and/or implementation hereof arise between
      Participants and the statutory bodies of the Foundation, among the statutory bodies of the
Foundation, or among Participants, an attempt at mediation must be made within the timeframes and under the procedures indicated in the Rules of Operation.

26.2 If the mediation attempt is not successful, the disputes referred to in para. 25.1 above and any disputes arising from these By-Laws, including those concerning their validity, interpretation, and implementation, will be settled by a court of arbitration. The court will consist of three arbitrators, appointed by and applying the rules of the Chamber of Arbitration of Milan. The arbitrators will adopt the procedure set out in the Italian Code of Civil Procedure and apply the Italian Law. The arbitration will be held in Rome using the Italian language.

Article 27 – Transient provision

If the Foundation applies for registration with “Registro Unico del Terzo Settore” (single register of the voluntary sector), and amendments of its By-Laws are required to make them compliant with the provisions set forth in Legislative Decree no. 117 of 3 July 2011 (as subsequently amended and supplemented) and with its implementing rules, then the General Meeting may adopt the required amendment resolutions with the majorities referred to in Article 15.3 above.