

REPUBLIC OF MAURITIUS

THE COMPANIES ACT NO 15 OF 2001

AMENDED AND RESTATED CONSTITUTION

OF

AFRICAN HYDROGEN PARTNERSHIP
A PRIVATE COMPANY LIMITED BY GUARANTEE

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REPUBLIC OF MAURITIUS
CONSTITUTION OF
AFRICAN HYDROGEN PARTNERSHIP

1 PRELIMINARY

Now these presents shall constitute the Constitution of the AFRICAN HYDROGEN PARTNERSHIP.

In so far as they are not in contradiction with these presents, the provisions of the Second Schedule to the Companies Act, 2001 (Act No. 15 of 2001), hereinafter referred to as the “Act”, shall apply to the Company provided that whenever any provision of this Constitution contravenes the Companies Act 2001, the Companies Act shall prevail.

2 DEFINITIONS AND INTERPRETATIONS

2.1 In this Constitution, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite to them respectively in the second column thereof:

“AHP”	shall mean AFRICAN HYDROGEN PARTNERSHIP
“Articles”	shall mean the Articles of AHP
“Associate”	shall mean a person who has been registered by the Board as an Associate and who has the qualifications, rights and privileges set out in this Constitution.
“Board”	shall mean the board of directors for the time being of the Company.
“Body”	shall mean any incorporated person or unincorporated association, institution or aggregate of persons, whether of a voluntary nature or otherwise, and including any country, local or other public authority.
“Bye-law”	shall mean any rule, disciplinary rule or regulation issued from time to time by the Company and made applicable to the Company. Shall also mean the Articles issued by the Company.
“Chairman”	shall mean the chairman of the Company from time to time appointed in accordance with this Constitution.

“Committee”	shall mean the committee of Members as from time to time constituted in accordance with this Constitution.
“Company”	shall mean AHP.
“Constitution”	shall mean the constitution of the Company, as amended from time to time.
“Director”	shall mean a director of the Company, sitting on the Board from time to time.
“General Assembly”	shall mean the Annual Meeting of the Company
“In writing”	shall mean in written or produced by any substitute for writing, including references to printing, lithography, photography, xerography and other modes of representing or reproducing words and/or figures in a visible form, or partly written so produced.
“Major Transaction”	shall have the same meaning as defined in the Act.
“Member”	shall mean any Ordinary Member of the Company.
“Month”	shall mean a calendar month.
“Ordinary Resolution”	shall mean a resolution that is approved by a simple majority of the votes of those Members entitled to vote and voting on the matter which is the subject of the resolution.
“Register”	shall mean the register of Members of the Company.
“Registered Agent”	shall mean the Registered Agent for the time being of the Company and any person, duly qualified to act as such in accordance with the laws in Mauritius, appointed by the Board from time to time to perform any of the duties of the Registered Agent.
“Seal”	shall mean the common seal of the Company.
“Secretariat”	shall mean the secretariat of the AHP, which may be a legal entity, a management company or individuals, appointed by the Board to

perform any of the duties of the secretariat, which for the avoidance of doubt do not include services attributable to the Registered Agent as prescribed by the laws of Mauritius and as are more particularly set out under section 71A of the Financial Services Act 2007.

“Special Resolution” shall mean a resolution approved by a majority of 75% of the votes of those Members entitled to vote and voting on the matter which is the subject of the resolution.

“US\$” shall mean United States Dollar.

“Year” shall mean a calendar year.

2.2 Interpretation

In this Constitution, unless there is something in the subject or context inconsistent with such construction:

- (a) References to enactments and to articles or sections of enactments shall include references to any modifications or re-enactments thereof for the time being in force
- (b) Words importing the singular number only shall include the plural number and vice versa;
- (c) Words importing the masculine gender only shall include the feminine gender;
- (d) Words importing persons only shall include companies or associations or bodies of persons, whether corporate or not;
- (e) The word “may” shall be construed as permissive and the word “shall” shall be construed as imperative;
- (f) Reference to a Clause or an Article is to a Clause or an Article of this Constitution;
- (g) Subject to the foregoing provisions, any words defined in the Act, shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.
- (h) The working language of the AHP shall be English.

3 NAME AND TYPE OF COMPANY

3.1 The Name of the Company is AHP or such other name as approved and changed by an Ordinary Resolution.

3.2 The Company shall be a Private Company Limited by Guarantee.

4 REGISTERED OFFICE

- 4.1 The Registered Office of the Company will be as the Company may from time to time determine by a resolution of the Board.

5 GENERAL OBJECTS AND POWERS

- 5.1 The objects for which the Company is established is to promote, support and accelerate the deployment of green hydrogen and fuel cells technology as well as to improve access to (clean) energy and mobility in Africa by aligning the industry, renewable industry and financial industry community and herewith increasing the effectiveness of the representation of this community.

The Association will enable member companies to exchange views and ideas on economic, technical and other relevant social topics, including the treatment of political, general legal and tax issues on a pan-African basis. It will enable them to communicate with the public, governments and administrative bodies with one voice.

Within this context, AHP is to position itself as the main association in Africa and at the African Union level, directly representing key industry leaders, SMEs, national and regional associations in the field of hydrogen and fuel cells technology and providing them with an expert platform.

AHP's objectives further include development and strengthening of advocacy and visibility by disseminating information and educating policy-makers, thereby generating their support and positioning itself (the AHP) as the key catalyst and coordinator for achieving synergies with other policies, schemes and activities in or for Africa.

In pursuing its objective, the AHP may or will conduct the following activities (non-exhaustive list):

a) General activities

- the AHP represents the views and aspirations of the hydrogen and fuel cells technology sector in Africa
- the AHP seeks to promote hydrogen and fuel cells as clean and efficient technologies
- the AHP is a dedicated resource for stakeholders wanting more information on the benefits hydrogen and fuel cells could bring to society, helping Africa address its climate and energy challenges and deliver a more sustainable economy
- the AHP develops, in coordination with its (associated) members, the necessary materials, documents and position papers to achieve its mission
- the AHP helps its (associated) members to develop their business activities in Africa and promote the AHP activities and capabilities to the world
- Maintain appropriate roles and functions within the association in support of the above activities;

b) Specific activities related to the AHP industry membership

- the AHP establishes application oriented Industry Committees to support specific industry needs;

c) Build a collaborative network of African, national and regional associations

- o The services of the AHP are provided to (associated) members on an individual basis.

5.2 Notwithstanding clause 5.1, the Company has full capacity to carry on or undertake any business or activity or do any act that is not prohibited under any laws for the time being in force in the Republic of Mauritius and the Company shall have such powers to do all such other things as are incidental to, or the Company may think conducive to the conduct, promotion or attainment of the objects of the Company.

6 AMENDMENT OF THE CONSTITUTION

6.1 The Company may amend its Constitution by a special resolution. Any proposal for the amendment of the AHP Articles shall be submitted in writing to the Board in order to include it in the agenda for the next General Assembly. The amendment of this Constitution shall be adopted by the General Assembly in accordance with Clause “General Assembly - Responsibilities and Power”

7 LIABILITY OF MEMBERS

7.1 The liability of Members is limited.

7.2 Every Member shall contribute such amount as may be required towards the assets and outstanding debts and liabilities of the Company contracted before he ceases to be a Member, including the costs, charges and expenses of winding up of the Company in the event of the Company being wound up whilst he is a Member or within one year of his ceasing to be a Member, and this in conformity with the Act.

7.3 Notwithstanding Clause 7.2, the amount of the liability of each Member shall be limited to the amount which they undertake to contribute in their application for membership.

7.4 Each (associated) member is obliged to pay the amount of the annual fees proposed by the Board and approved annually by the General Assembly in accordance with the AHP Articles. (associated) Members are not liable for any other financial or other commitments of the AHP.

8 QUALIFICATION OF MEMBERS

8.1 The Company is organised in three groupings:

(i) the **Industry Grouping** which gathers

(a) Industry Members,

(b) Industry Associated Members

(ii) the **Association Grouping** gathering

(a) national or regional Associations

(b) Association Associated Members

(iii) the **University Grouping** gathers Universities, and R&D Organisations (Research and Development organisations) which are state owned, state managed, or not-for-profit organisations.

The Industry Grouping is the responsible for all the missions, rights and obligations for the Industry Grouping.

The Association Grouping is the sole responsible for all activities related to Associations cooperation.

The University Grouping is the sole responsible for all activities related to Universities cooperation.

The three groupings work jointly on the development and strengthening of advocacy and visibility by disseminating information and educating policy-makers, citizens and other related economic sectors.

To take into account this three-grouping structure, the following terminology is used in this Constitution:

(i) **“Industry member”** refers to businesses fulfilling the eligibility criteria laid down in Clause 8.2.1.1 “Industry Grouping - Eligibility Criteria”, excluding “Industry Associated Members”

(ii) **“Association member”** refers to an organisation fulfilling the eligibility criteria laid down in Clause 8.2.2.1 “Association Grouping - Eligibility Criteria”, excluding “Association Associated Members”

(iii) **“University member”** - refers to an organisation fulfilling the eligibility criteria laid down in Clause 8.2.3.1 “University Grouping - Eligibility Criteria”,

(iv) **“Member”** refers to “industry members” and “association members” and “university members”

(v) **“Associated Member”** refers to

- “Industry Associated Members”;
- “Association Associated Members”; and
- “University Associated Members”.

The expression **“(associated) members”** refers to both members and associated members

“Industry board member” refers to a board member representing the industry grouping

“Association board member” refers to a board member representing the association grouping

“University board member” refers to a board member representing the University grouping

8.2 Membership

8.2.1. Industry Grouping

8.2.1.1. Industry Grouping - Eligibility Criteria

Membership of the Company is open to companies meeting each of the following criteria:

- (i) Companies with relevant activities in research & development, demonstration, industrialization or deployment of green hydrogen and fuel cells in Africa or with concrete plans to do so in the near future in Africa.
- (ii) Companies agreeing with the Constitution of the Company (hereinafter referred to as the “AHP Articles”) and sharing the AHP’s objectives.

Industry Associated Members include financial or consulting companies meeting criteria B.

A. For renewables associated members:

companies with relevant activities in research & development, demonstration, industrialization or deployment of renewable, environmentally friendly, or sustainable technologies in Africa or with concrete plans to do so in the near future in Africa

B. For financial associated members:

- companies with existing or planned activities in financing clean energy projects or companies in Africa;
- or existing or planned activities in financing the hydrogen industry or hydrogen projects in Africa

(iii) For consultant associated members:

companies with existing activities in hydrogen related projects.

8.2.1.2. Industry Grouping - Rights and Obligations

(i) **Industry Members** and **Industry Associated Members** shall have the following obligations:

- payment of an annual membership fee

(ii) **Industry Members** shall have the following rights:

- participation in the meetings of the General Assembly in the status of active participants, with the right to submit industry member candidates for election to the Board, voice their opinion and vote;
- participation in the meetings of the Committees in the status of active participants, with the right to participate in the production and delivery of Committee documents;
- submission of industry member candidates for nomination and appointment to the AHP’s **Coordination Group**;

- submission of industry member candidates for nomination and appointment to the AHP's **Advocacy Task Force**;
- privileged access to all the AHP's documentation via the password protected Member part of the the AHP website;
- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by the AHP.

(iii) Industry Associated Members shall have the following rights

- participation in the meetings of the General Assembly in the status of observers without the right to submit candidates for election to the Board and vote;
- subject to an ad hoc authorisation of the board, participation in the meetings of the **technical Committees** in conditions to be defined by the board.
- participation in **Advocacy Task Force** and working groups;
- privileged access to all the AHP's documentation via the password protected (associated) member part of the the AHP website;
- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by the AHP.

8.2.1.3. Industry Grouping - Duration and Termination

Without prejudice to the termination provisions of this Constitution, membership duration will be for a period of two years by default. On an ad hoc basis, a (associated) member having difficulty to commit for a period of two years, may request to have a one year membership. In this case, the membership fee may be adapted with a higher annual fee.

Membership termination must be effected by giving notice of termination to the Board (c/o the Secretariat), in writing and by registered mail, at least three months prior to the expiry date of the membership, failing to notify termination will result in automatic renewal of the membership.

8.2.1.4. Industry Grouping - Application Procedure

Any company wishing to become a member or associated member of the AHP shall comply with any and all guidelines for membership that are in the AHP Articles.

Application for membership shall be directed to the Secretariat of the AHP. Upon receipt of the application, the Secretariat of the AHP will submit such application to the Board, which can make a determination of acceptance. In addition to the criteria stipulated in Clause "Industry Membership - Eligibility Criteria", a company will be deemed ineligible for membership only if the Board has material reasons to believe that the candidate is not a legitimate business or that its membership would damage the reputation or the work of the AHP.

In case of ineligibility, the General Assembly decides on the rejection of the company membership upon a proposal of the Board, in accordance with the General Assembly's powers.

The company membership is delayed until the decision of the General Assembly.

8.2.2. Association Grouping

8.2.2.1. Association Grouping - Eligibility Criteria

Membership of the AHP is open to **Associations** meeting each of the following criteria:

- (i) Associations with relevant advocacy, regulatory, communication capacities supporting the development and deployment of **hydrogen and fuel cells** within their respective States;
- (j) Association agreeing with the AHP Articles

Associated membership of the AHP is open to associations meeting criteria 2 but not criterion 1.

8.2.2.2. Association Grouping - Rights and Obligations

(i) **Association Members** shall have the following obligations:

- payment of an annual membership fee

(ii) **Associations Associated Members** shall have the following obligations:

- payment of an annual membership fee

(iii) **Association Members** shall have the following rights:

- participation in the meetings of the General Assembly in the status of active participants, with the right to submit candidates for election to the Board of the representative(s) of the Association grouping, voice their opinion and vote;
- submission of candidates for nomination and appointment to the AHP's Advocacy Task Force;
- privileged access to all the AHP's documentation via the password protected Member part of the the AHP website;
- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by the AHP.

(iii) **Association Associated Members** shall have the following rights:

- participation in the meetings of the General Assembly in the status of observers without the right to submit candidates for election to the Board and vote;
- participation in Advocacy Task Force and working groups;
- privileged access to all the AHP's documentation via the password protected Member part of the the AHP website;

- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by the AHP.

8.2.2.3. Association Grouping - Duration and Termination

Without prejudice to the termination provisions of this Article, membership shall be for 2 years. Membership termination must be effected by giving notice of termination to the Board (c/o the Secretariat), in writing and by registered mail, at least three months prior to the expiry date of the membership failing which membership shall automatically be re-conducted for another 2 year period.

8.2.2.4. Association Grouping - Application Procedure

Any association wishing to become a member or associated member of the AHP shall comply with any and all guidelines for membership that are in the AHP Articles.

Application for membership shall be directed to the Secretariat of the AHP. Upon receipt of the application, the Secretariat of the AHP will submit such application to the Board, which can make a determination of acceptance. In addition to the criteria stipulated in Article "Association Membership - Eligibility Criteria", an association will be deemed ineligible for membership only if the Board has material reasons to believe that the candidate is not a legitimate association or that its membership would damage the reputation or the work of the AHP.

In case of ineligibility, the General Assembly decides on the rejection of the association membership upon a proposal of the Board, in accordance with the General Assembly's powers.

The association membership is delayed until the decision of the General Assembly.

8.2.3. University Grouping

8.2.3.1. University Grouping - Eligibility Criteria

University Membership of the AHP is open to **Universities** and **R&D Organisations** meeting each of the following criteria:

(i) Criteria 1

- Universities with relevant research capacities supporting the development and deployment of **hydrogen and fuel cells** within their respective states or
- Research and Development organisations (R&D Organisations) - which are state owned, state managed, or not-for-profit organisations - with relevant research capacities supporting the development and deployment of **hydrogen and fuel cells** within their respective states

(ii) Criteria 2

Universities or R&D Organisations agreeing with the AHP Articles.

8.2.3.2. University Grouping - Rights and Obligations

(i) **University Members** shall have the following obligations:

- payment of an annual membership fee;

(ii) **University Members** shall have the following rights:

- participation in the meetings of the General Assembly in the status of active participants, with the right to submit candidates for election to the Board of the representative(s) of the University grouping, voice their opinion and vote;
- submission of candidates for nomination and appointment to the AHP's Advocacy Task Force;
- privileged access to all the AHP's documentation via the password protected Member part of the the AHP website;
- privileged access to new initiatives and membership value increase propositions developed and proposed or offered by the AHP.

8.2.3.3. University Grouping - Duration and Termination

Without prejudice to the termination provisions of this Article, membership shall be for 2 years. Membership termination must be effected by giving notice of termination to the Board (c/o the Secretariat), in writing and by registered mail, at least three months prior to the expiry date of the membership failing which membership shall automatically be re-conducted for another 2 year period.

8.2.3.4. University Grouping - Application Procedure

Any university wishing to become a member of the AHP shall comply with any and all guidelines for membership that are in the AHP Articles.

Application for membership shall be directed to the Secretariat of the AHP. Upon receipt of the application, the Secretariat of the AHP will submit such application to the Board, which can make a determination of acceptance. In addition to the criteria stipulated in Article "University Grouping - Eligibility Criteria", an university will be deemed ineligible for membership only if the Board has material reasons to believe that the candidate is not a legitimate university or that its membership would damage the reputation or the work of the AHP.

In case of ineligibility, the General Assembly decides on the rejection of the university membership upon a proposal of the Board, in accordance with the General Assembly's powers.

The university membership is delayed until the decision of the General Assembly.

8.3. Membership - Suspension, Exclusion and Access to Documentation

8.3.1. Membership - Suspension and Exclusion

The Board shall have the right to suspend some or all of the membership rights of a (associated) member following that (associated) member being and whilst that (associated) member remains in default by reason of:

- either the non-payment of dues for a period exceeding three months after they become due, or
- the failure to comply with the rules and regulations of the AHP and the criteria for membership or any other criteria conflicting with the legitimate interest of the AHP.

A defaulting (associated) member as specified above may be excluded from the AHP on a proposal of the Board which is voted in favour by the General Assembly meeting the presence quorum stated in Clause "General Assembly - Presence and Decision Quorum Requirements".

Prior to any vote on exclusion, the (associated) member will have the right to explain itself to the General Assembly.

If a company becomes bankrupt or otherwise insolvent, it is automatically excluded from the AHP.

8.3.2. Membership - Access to Documentation

Any (associated) member which ceases to be part of the AHP for any reason will no longer have any right or claim of access to the AHP funds or documentation after the membership termination being effective.

8.4. Membership Dues

8.4.1. Membership Dues - Industry Grouping

For the entire duration of the two year period, or by way of derogation 1 year period, of their membership, industry (associated) members shall be invoiced and shall pay an annual membership fee, consisting of a fixed amount covering the operational cost of the AHP, as proposed by the Board and approved by the General Assembly on an annual basis.

The industry membership fee level shall be established by the Board in relation to widely used schemes, e.g. the definition and the differentiated size classification given by the European Community of Micro, Small, Medium and Large Enterprises (currently Recommendation 2003/361/EC regarding the SME definition)

The annual industry membership fee shall not exceed the amount of fifty thousand Euro per member.

The Board shall have the right to adopt rules on individual industry membership fee reduction within the context of existing (associated) members' introduction of new (associated) members to the AHP.

The Board shall have the right, on an ad-hoc basis, to apply industry membership fee discounts for industrial companies who are (associated) members of associations, clusters or other groups joining the AHP simultaneously as individual (associated) members.

New industry (associated) members admitted to a membership type shall pay the full annual industry membership fee for the entire financial year if they are

admitted in the first half of the relevant year. They shall pay half of the annual industry membership fee if they are admitted in the second half of the financial year.

If an industry (associated) member is excluded from the AHP or if an industry (associated) member terminates its membership before the end of their full commitment, the industry membership fee shall remain payable, as the case may be, for the entire remainder of the two financial years' membership period in which case invoicing shall be for the total amount of the remainder of that membership period, or for the one financial year membership period in which the exclusion is effective.

The industry membership fee shall be payable by industry (associated) members within sixty calendar days of the issuance of the invoice thereof.

8.4.2. Membership Dues - Association Grouping

Association (associated) members shall be invoiced and shall pay an annual membership fee, consisting of a fixed amount covering the operational cost of the AHP, as proposed by the Board and approved by the General Assembly on an annual basis; and

The membership fee level shall be established by the Board by taking into account the relative size of the country's population, the level of economic development and level of activities in the fuel cells and hydrogen sector of the country or region represented by the association.

The Board shall have the right, on an ad-hoc basis, to apply association membership fee discounts notably for associations which are part of the same country and join the AHP simultaneously as individual association (associated) members.

New association (associated) members shall pay the full annual membership fee for the entire financial year if they are admitted in the first half of the year. They shall pay half of the annual membership fee if they are admitted in the second half of the financial year.

If an Association (associated) member is excluded from the AHP or if an association (associated) member terminates its membership before the end of the year, the association membership fee shall remain payable for the entire year.

The Association membership fee shall be payable by the association (associated) members within sixty calendar days of the issuance of the invoice thereof. If an association (associated) member does pay, a reminder will be sent by the secretariat.

8.4.3. Membership Dues - University Grouping

University (associated) members shall be invoiced and shall pay an annual membership fee, consisting of a fixed amount covering the operational cost of the AHP, as proposed by the Board and approved by the General Assembly on an annual basis.

The membership fee level shall be established by the Board by taking into account the relative size of the country's population, the level of economic development and level of activities in the fuel cells and hydrogen sector of the country or region represented by the association.

The Board shall have the right, on an ad-hoc basis, to apply university membership fee discounts notably for universities which are part of the same country and join the AHP simultaneously as individual university (associated) members.

New university (associated) members shall pay the full annual membership fee for the entire financial year if they are admitted in the first half of the year. They shall pay half of the annual membership fee if they are admitted in the second half of the financial year.

If an university (associated) member is excluded from the AHP or if an university (associated) member terminates its membership before the end of the year, the university membership fee shall remain payable for the entire year.

The university membership fee shall be payable by the university (associated) members within sixty calendar days of the issuance of the invoice thereof. If an university (associated) member does pay, a reminder will be sent by the secretariat.

8.5 AHP Honorary Membership

The AHP Honorary Membership is granted to individuals who have demonstrated exceptional dedication and strength of character and who have generally provided service beyond the call of duty to the AHP. Recipients of this award will be selected from nominations that may be received from any AHP Member, but the award is subject to the approval of at least 50% of the members present at the General Assembly of the AHP. Honorary membership is awarded at an annual function of the AHP. This award is not automatic and is limited to two Honorary Memberships per year. The AHP Board will consider the nominations submitted and make recommendations to the General Assembly to award the Honorary Membership. The AHP Board shall establish the detailed rules governing the Honorary Membership process.

9 REGISTER OF MEMBERS

9.1 The Secretary shall maintain the Register and shall enter therein the names and address of every Member for the time being and such other details as may from time to time be prescribed by law and shall remove therefrom the names of any person ceasing to be a Member in any such circumstance as described in this Constitution.

9.2 The founder Members of the Company shall be RTS Africa Engineering and Hypowa Limited (the "Founding Members").

9.3 Members shall be registered in accordance with the following Classes:

- Class A 1: Industry Member
 - Contribution: US\$ 100
- Class A 2: Association Member
 - Contribution: US\$ 75
- Class A 3: University Member
 - Contribution: US\$ 50
- Class B 1: Industry Associated Member
 - Contribution: US\$ 10
- Class B 2: Associations Associated Member
 - Contribution: US\$ 10

9.4 The board may from time to time review the contribution for each class of members.

10 BALANCE SHEET DATE

10.1 The balance sheet date of the Company shall be 30 June. Such date may be amended from time to time by the Board in accordance with the Act.

11 ANNUAL MEETING/ GENERAL ASSEMBLY

11.1 The first annual meeting of the Members shall be held at such time, not being more than eighteen (18) months after the incorporation of the Company, and at such place as the Directors may decide.

11.2 The General Assembly shall, as a matter of routine, be convened by the Board of AHP at least once a year as its Annual Meeting within 6 months of its financial year end at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it, provided that every annual meeting of Members, shall be held not later than fifteen (15) months after the holding of the previous annual meeting.

11.3 In default of an annual meeting, being so held, a special meeting may be convened by the Directors. A special meeting may be convened whenever necessary, at the discretion of the Board or at the request of not less than **thirty percent (30%)** of the members.

11.4 The business to be transacted at an annual meeting shall, unless already dealt with by the Company, include:

- (a) the consideration and approval of the financial statements;
- (b) the receiving of any auditor's report;
- (c) the consideration of the annual report;
- (d) the appointment of any directors, whose appointment on an annual or rotational basis is required by the Constitution; and
- (e) the appointment of any auditor pursuant to Section 195 of the Act;
- (f) voting on any resolutions which have been notified to the Board at least 14 days before the meeting; and
- (g) such other business as the Board shall decide.

11.5 Where the financial statements are not approved at the annual meeting, they shall be presented at a special meeting called by the Board.

11.6 General Assembly - Composition

The General Assembly of the AHP shall be composed of all members of the AHP. Members have voting rights, on a one vote per member basis.

Associated members shall have the right to attend the General Assembly, without having voting rights.

Depending on the topic, discussion and votes will be organised by grouping or with all the members.

Discussions and votes will be limited to Industry Members for the election or dismissal of Industry board members

Discussion and votes will be limited to Association members for matters related to the election or dismissal of association board member(s).

Discussion and votes will be limited to University Members for matters related to the election or dismissal of university board member(s).

Discussion and votes will be organised with all members for all other matters.

11.7 In an exceptional situation of international crisis, e.g. outbreak of a pandemic disease, the General Assembly can be held online using modern means of communication.

11.8 The notice of the proposed agenda for the General Assembly shall be circulated by the Board to the (associated) members at least twenty working days prior to the date of the General Assembly, by ordinary letter or email. Such notice shall contain the business to be transacted and shall state the date, time and venue of such meeting.

The members shall be free to suggest any other items to be added to the proposed agenda. The final agenda shall be circulated to the members not less than ten working days before the General Assembly.

No decision may be taken by the General Assembly on an item not included in the final agenda unless all members are present and unanimously vote for the inclusion of such an item into the agenda.

11.9 (associated) members shall be represented at the General Assembly by a duly authorized executive. The person must be indicated by the member to the Secretariat at the moment of joining the AHP as a member of the AHP. If the industry member, the association member wants to change its representative, it should notify the Secretariat at least ten calendar days in advance to the upcoming General Assembly.

11.10 General Assembly - Responsibilities and Powers

The powers of the General Assembly are to:

- Elect the members of the Board representing the three groupings, and, should the case arise, dismiss them;
- Increase the number of Board members for specific responsibilities;
- Approve the annual accounts of the previous year and the budget for the coming year;
- Decide on the rejection of applicants and the exclusion of members upon proposal of the Board;
- Decide on amendments of the AHP Articles and dissolution of the AHP;
- Decide on the adoption of internal rules of the the AHP and amendments thereof;
- Deal with other relevant business.

11.11 General Assembly - Presence and Decision Quorum Requirements

The General Assembly will adopt decisions according to the presence and decision quorum requirements as stated in this “General Assembly - Presence and Decision Quorum Requirements”, **except in the following cases** when

A. a **two-third (2/3) majority** decision quorum is required:

- Approving the budget
- Rejection of companies and exclusion of (associated) members

B. a **three-quarter (75%) majority** decision quorum is required:

- Adoption, amendment or revocation of the Constitution of the Company
- Dissolution of the AHP
- Changes to the AHP Articles

C. a half (50%) decision quorum is required to select the AHP Honorary Membership award.

In general, decisions are taken by the majority of members present or represented, unless provided otherwise in the AHP Articles.

In order to represent a **quorum** and thus be able to take decisions at a General Assembly **at least 40% of the membership must be present**. In the event that the presence quorum is not met, the General Assembly shall be convened a second time, with not less than two weeks’ notice, stating the time and place for the meeting. **In this case** the General Assembly will be held **without the presence quorum requirement**.

11.12 General Assembly - Organization and General Assembly Meetings

The meeting is presided by the Chair, who normally should be the **Chair of the Board**. If the Chair is unable to attend, either the **Vice-Chair** or the **Treasurer** shall take the chair.

A member unable to attend a General Assembly meeting may give the power of attorney to another member to participate in the meeting and exercise its vote. **A member can only represent three other members**. Notification of the proxy has to be sent to the Secretariat in advance to the General Assembly.

The minutes of the meeting are drafted by the Secretariat, sent within ten working days to the members who were present at the meeting for their comments within ten working days from dispatch of the draft minutes, signed by the Chairperson distributed to all the (associated) members as final version within thirty working days of the meeting and the original is kept in a separate register at the head office.

11.13 VOTING

11.13.1 Voting at a meeting of the Members shall be by voice if the meeting is held by means of audio communication or by show of hands. Every Member present in person or by proxy shall have one vote and unless a poll is demanded, a declaration by the Chairman of the meeting that a resolution is carried by the requisite majority shall be conclusive evidence of that fact.

11.13.2 Where a poll is taken, votes shall be counted according to the votes of each Member present in person or by proxy and voting.

11.13.3 The Chairman shall be entitled to a casting vote.

11.13.4 A proxy shall be produced at least 24 hours before the start of the meeting.

11.13.5 Where the Members exercise a power to:

- a) alter or revoke this Constitution; or
- b) put the Company into liquidation,

the power shall be exercised by Special Resolution.

11.13.6 Any power which the Act or this Constitution requires to be exercised by an Ordinary Resolution or a Special Resolution, may be exercised by way of unanimous resolution.

11.4.7 Amendments to Resolutions

No amendment (other than a motion for adjournment) shall be moved to any resolution proposed at any Annual or Special Meeting of the Company unless written notice of the amendment shall have been sent to the Secretary not less than 7 days preceding the meeting.

12 RESOLUTIONS AND MINUTES

12.1 RESOLUTIONS

Resolutions in lieu of meeting

A resolution in writing signed by not less than 75 per cent of the votes entitled to be cast on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of those Members. The signatures of the Members may be received in counterparts by facsimile or other similar means of communication.

12.2 MINUTES

The Board shall ensure that minutes are kept of all proceedings at meetings of the Members, signed by the Chairman of the meeting. Any Member entitled to attend such meetings shall be entitled to request copies of such minutes.

13 BOARD OF DIRECTORS

13.1 The Board is elected by the General Assembly.

13.2 The Board - Composition and Rotation

13.2.1 The Board - Three Groupings

The AHP is administered by a Board composed of representatives of the three groupings. The number of representatives per member to the Board is limited to one representative per member.

Notwithstanding this Clause 13.2.1, each of the Founding Members shall have the discretion to appoint two representatives to the Board of the Company.

For avoidance of doubt, all other members shall be limited to appointing one representative each on the Board of the Company.

13.2.2 The Board - Industry Board Members

The Board shall have three Industry Board members with specific responsibilities, as follows:

1. one **Chair**,
2. one **Vice-Chair** and
3. one **Treasurer**

all being Industry Members

Where there is no candidacy for either of the Chair, Vice-Chair or Treasurer, the Board shall propose a candidate who shall be endorsed and so appointed to the Board by the General Assembly.

Where there is **no candidacy residing in Africa for the Chair**, the Board shall propose a candidate who shall be endorsed and so appointed to the Board by the General Assembly.

With respect to company size, industry sectors and geography the Board's composition shall be in compliance with the following:

- **at least one Industry board member** shall represent the interests of the AHP's Micro, Small and Medium sized members as these are defined and classified by widely used schemes, e.g. the European Community Recommendation (currently Recommendation 2003/361/EC regarding the SME definition as well as classifications, in U.S. dollar terms, based on the mean per capita gross national income, at purchasing power parity, of the country in which it primarily operates)

The Board shall designate among its industry members the Chair, the Vice-Chair, the Treasurer and if applicable, **any additional new Board member elected by the General Assembly as specified in Article "General Assembly - Responsibilities and Powers"**.

The Industry members of the Board shall be duly authorized registered directors of their respective companies who are highly committed persons and are prepared to dedicate appropriate amounts of effort, time and presence to the activities of the AHP.

The Industry Board members are appointed in person for a term of two years. They can be elected for maximum two terms. The term for any individual shall consequently be limited to a maximum of four years. However, upon Board proposal, where the Industry Board demonstrates that it is in the imperative interest of the AHP's operation and management for a certain Industry Board member to serve a third term, the General Assembly may appoint that Industry Board member for such third term. The General Assembly decides on an individual basis. No Board member can be appointed for such third term unless in accordance with the two-third majority decision requirement of Clause "General Assembly - Responsibilities and Powers".

In order to ensure continuity, existing Industry board members may decide to propose their on-going mandates for re-election by a two-thirds majority of votes, independently of the number of terms up to this date. If elected, their mandate is extended for another period of 2 years.

To provide continuity, no more than two-thirds of the Industry board members shall exit at any given and same time. In case more than two-thirds of the Industry board members exit at any given and same time, the General Assembly shall elect among the existing industry board members standing for re-election, the industry member or industry members who shall serve as Industry board member for a further term of two years, thereby reducing the number of existing industry board members to the maximum of two-thirds allowed. This continuity provision shall not be applied in a way that would derogate from the provision according to which an Industry board member can be elected for maximum two terms.

In order to formally establish the AHP shortly after the 1st General Assembly (the inaugural meeting), only the Chair, Vice-Chair and Treasurer of the Board need to be elected by the 1st General Assembly. The University Board Member and Association Board Member can be elected at a later point in time after the 1st General Assembly in case there are no candidates available at the 1st General Assembly.

13.2.3 The Board - Association Board Members

The number of association board members is dependent on the number of associations within the association grouping. **Up to ten member associations, one Association board member seat** will be allocated for the representation of Associations within the AHP. **Above ten member associations, two association board member seats** will be allocated for the representation of Associations within the AHP. In the event that two association board members are available, those association board member positions shall not be occupied by the same Association Member or from the same Association Member country.

Multinational Associations, e.g. H2 Europe, count as three national associations.

An Association Board member shall act as the representative of all association members, he/she shall not act as representative of his/her own association nor of his/her country or region.

The (or of the) Association Board member will chair the Association Group.

The Association Board member(s) is/are appointed in person for a term of two years. They can be elected for maximum two terms. The term for any individual shall consequently be limited to a maximum of four years.

13.2.4 The Board - University Board Members

The number of university board members is **limited to one.**

The University Board member shall act as the representative of all university members, he/she shall not act as representative of his/her own university nor of his/her country or region. The **University Board member sits in the Board** of the AHP as a member with voting rights on advocacy and science matters.

The University Board member will chair the University Group.

The University Board member is appointed in person for a term of two years. They can be elected for maximum two terms. The term for any individual shall consequently be limited to a maximum of four years.

13.2.5 The Board - Financial Advisory Group

With a view to supporting financial tasks for promoting, developing and implementing hydrogen and fuel cell programmes in Africa, a Financial Advisory Group shall be created by the Board composed of maximum five Financial Associated Members. The members shall be appointed by the Board on the basis of their proven experience with development, corporate, investment and transaction banking as well as fund management.

The Financial Advisory Group is not part of the Board. It only provides advice to the board.

13.2.6 The Board - Responsibilities and Powers

The Board has the most extensive powers for the administration and management of the AHP, with the exception of the powers reserved to the General Assembly. More specifically, the Board will, inter alia:

- Decide on membership issues, i.e. acceptance, suspension and access to documentation;
- Propose and implement decisions with respect to membership issues, i.e. rejection, exclusion, new membership types;
- Decide on membership fee and value issues, i.e. fee inducements and value increase initiatives, events and other advantages linked to membership;
- Decide on financial allocations and contribution issues for projects and programmes;

- Decide on organizational issues and the creation of organizational functions, e.g. membership of the Financial Advisory Group, the Chair of the Coordination Group, Committee leaders and terms and conditions of the Secretariat's powers of representation if applicable and in accordance with the AHP Articles;
- Propose and implement decisions with respect to organizational issues, i.e. candidates for Board membership in circumstances where there is no candidacy and the creation of new roles and functions within the association, including as the case may be the role and function of an External Communications Officer responsible for planning, delivery and reporting on advocacy and external communication activities;
- Propose annual strategic communication plans and decide on the implementation modalities of any decision in respect thereof;
- Decide on the establishment of new communication platforms with other fuel cells and hydrogen sector players;
- Prepare the annual accounts and the annual budget;
- Prepare internal rules;
- Develop strategic vision for the longer term development and positioning of the AHP.
- to use its reasonable endeavours to ensure that this Constitution and the Articles of AHP are adhered to by the Members.

Legal representation of the AHP towards any and all third parties as well as in court, arbitration or mediation proceedings is by two members of the Board acting jointly. Members of the Coordination Group shall be entrusted with ad hoc representation tasks in the areas of their expertise upon terms and conditions as directed by the Board.

The Secretariat shall be entrusted with powers of representation and external communication in accordance with terms and conditions laid down to that effect by the Board. The Board shall at all times have the right to amend the terms and conditions as it sees fit, or to terminate or re-install the powers with or without immediate effect, in whole or in part.

13.3 The Board - Board Meetings

(a) The Board will be convened by the Chair at least four times a year and upon request of any Board member on the basis of thirty working days' notice.

(b) In the event of a Board member's absence, the absent member of the Board may nominate another member of the Board to exercise his/her vote before the date of the Board meeting with a written proxy to the Chair and the Secretariat with a copy to the designated person. A Board member can only represent one other Board member.

(c) The agenda for the Board meetings shall be circulated to the Board members at least ten working days in advance, through letter or emails.

(d) Decisions of the Board require a presence quorum and a majority of two thirds of all Board members.

(e) Meetings of the Board should be held in person. If a Board Member is unable to participate in person he/she may participate by video or telephone allowing simultaneous conversation. A member of the Board taking part in a Board meeting through such means shall be deemed to be present in person at the meeting and shall be entitled to vote.

(f) The minutes of Board meetings shall be drafted by the Secretariat, and within ten working days sent to the Board members who were present at the meeting for their comments within five working days from dispatch of the draft minutes. The minutes shall be signed by the Chair distributed in its final version to the members of the Board within thirty working days after the Board meeting and kept in a separate register at the head office within thirty working days after the Board meeting. The outcome of the Board meetings shall be distributed to the members of the AHP for information.

13.4 The members of the Board shall remain in office until the election of a new Board at the next Annual Meeting of the Company, when they may be re-elected, subject to Clause 14.4.

13.5 The Board shall have power from time to time to co-opt such Members onto the Board as they shall think fit either to fill a vacancy and such persons so co-opted shall hold office until the next following Annual Meeting. The provisions of section 137(1) of the Act shall not apply to the appointment of the Directors of the Company.

13.6 A director may be removed from office, with or without cause, by a resolution of the Members in accordance with the Articles of AHP.

13.7 A director shall hold office until he resigns or ceases to be a Member or is removed by resolution of the Members.

13.8 Subject to the prior or subsequent approval by a resolution of the Members, the Board may by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.

13.9 POWERS OF DIRECTORS

13.9.1 The Board may delegate any function to any Committee which shall report to the Board.

13.9.2 Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

13.9.3 The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director.

13.10 Resolution

A resolution in writing, signed or assented to by all directors then entitled to receive notice of the Board Meeting, is as valid and effective as if it had

been passed at a meeting of the Board duly convened and held. The signatures of the directors may be received in counterparts by facsimile or other similar means of communication.

14 THE FINANCIAL ADVISORY GROUP

The Financial Advisory Group is appointed by the Board.

15 THE SECRETARIAT AND THE SECRETARY GENERAL

15.1 THE SECRETARIAT

The Secretariat is appointed by the Board.

The Secretariat of the AHP, which may be a legal entity, a management company or individuals, is appointed by the Board.

The Secretariat shall be responsible, inter alia, for the organization of meetings, the execution of the AHP's agenda and will support the activity of the Board, the Coordination Group, the Financial Advisory Group, as the case may be the External Communications Officer, and the General Assembly, as and when requested by the Board and as the case may be upon terms as directed by the Board.

The Secretariat will attend the meetings. The Secretariat will support the meetings as and when requested by the Board.

15.2 THE SECRETARY GENERAL

The Secretary General of the AHP is responsible to the AHP's Board for:

- (a) Advising the AHP Board on all aspects of the organisation's strategic development
- (b) Acting as the ambassador for the AHP in meetings with leading figures in government as well as the public and private sector
- (c) Managing the planning and delivery of the AHP's established programmes and activities in the best interests of the AHP and its members
- (d) Chairing the Advocacy Task Force

16 THE COMMITTEES

The Committees to be approved by the General Assembly.

16.1 Industry Grouping Committees

The General Assembly will establish the Committees. The purpose of the Committees is coordination of specific industries within the AHP and communication with the members of the Board through the Coordination Group.

The following eight Committees shall be established:

1. Committee 1: Fuel Cells for Vehicles (Transport)
2. Committee 2: Transport Infrastructure (Transport)

3. Committee 3: Energy to Hydrogen (Energy)
4. Committee 4: Fuel Cells for Power (Energy)
5. Committee 5: Energy Transition Solutions (Cross-cutting).
6. Committee 6: Hydrogen related Chemicals
7. Committee 7: Export of Hydrogen and Related Chemicals
8. Committee 8: Funding and Investing

The General Assembly, deciding in accordance with Article “General Assembly - Responsibilities and Power”, may establish other and/or additional committees.

The Committees shall be composed by representatives of the Industry members of the AHP. Industry members of the AHP participate in the Committees according to their field in hydrogen and fuel cells applications. Industry associated members participation is subject to approval by the board and the conditions fixed by the board.

Each Committee shall nominate a leader from among its members. The nominations must be endorsed by the Board.

The number of representatives per (associated) Member to a Committee is limited to one representative per (associated) Member.

17 THE COORDINATION GROUP

The Industry Coordination Group is nominated by the Committees and appointed by the Board.

The Committee leaders shall, together with the Coordination Group Chair, constitute the Coordination Group.

The Coordination Group shall be presided over by a member of one of the Committees (the “**Coordination Group Chair**”) who shall be **appointed to this function by the Chair of the Board.**

The Coordination Group shall serve the purpose of supporting and strengthening the Committees and their members in their duty of close cooperation and connection, coordinating Committees and linking and connecting the Committees and their members to the Board, and assisting the Board in the organisation and management of activities and requirements. Its operational organisation shall be developed and established by the Coordination Group itself in consultation with the Board.

In establishing connection between individual Committee activities, input and progress review to and with individual Board members, the leaders of the Fuel Cells for Vehicles and Infrastructure Committees shall in particular connect to and with the Transport Chair, the leaders of the Energy to Hydrogen and Fuel Cells for Power Committees shall in particular connect to and with the Energy Chair, and the leader of the Energy Transition Solutions shall in particular connect to and with the Energy Transition Solutions Chair.

The activities and tasks of the Coordination Group shall be coordinated by the **Coordination Group Chair**. The Coordination Group Chair may in addition be entrusted by the Board with ad hoc tasks.

The Board and the Coordination Group shall meet in full and discuss and consult in relation to their respective activities, progress and advocacy input at least twice a year.

The Board shall propose, for adoption by the General Assembly, internal rules governing the proper operation and functioning of the Committees.

18 **THE ASSOCIATION GROUP**

The Association Group shall be composed of the representatives of all Association members and Association associated members.

The Association Group shall serve the purpose of building and strengthening a real collaborative network of associations.

The Association Group should develop its operational organisation and its work programme in consultation with the Board and the Secretariat. It will foster close cooperation and connection between the Association members and the action of the AHP in particular in the fields of advocacy, communication and awareness raising.

It may also develop joint projects beyond the activities of the AHP.

The activities and tasks of the Association Group shall be coordinated by its Chair(s) with the support of the secretariat.

The number of representatives per Association or Association associated members to the Association Group is limited to one representative per Association or Association associated member. The number of representatives per Multinational Association, e.g. H2 Europe, to the Association Group is limited to three representatives per Multinational Association.

19 **THE UNIVERSITY GROUP**

The University Group shall be composed of the representatives of all University members.

The University Group shall serve the purpose of building and strengthening a real collaborative network of universities and universities and industry.

The University Group should develop its operational organisation and its work programme in consultation with the Board and the Secretariat. It will foster close cooperation and connection between the University members and the action of the AHP in particular in the fields of research, science and technological development.

It may also develop joint projects beyond the activities of the AHP.

The activities and tasks of the University Group shall be coordinated by its Chair(s) with the support of the secretariat.

The number of representatives per University member to the University Group is limited to one representative per University member.

20 THE ADVOCACY TASK FORCE

The General Assembly will establish the Advocacy Task Force.

The **purpose** and activities of the task force shall be notably

- i. Definition and preparation of position papers
- ii. Monitor all legislative activities in Africa and the AU.
- iii. Crosscheck with legal issues in Africa and the AU Member States
- iv. Organise the AHP (associated) members' contributions to legislative proposals (also by the tools of the internal website).
- v. Convene regularly to discuss current issues.
- vi. Support the Advocacy work of the Secretariat and the Board

The task force will be chaired by the **Secretary General** and work under the final authority of the board. The Advocacy Task Force appoints the **representative of the Advisory Task Force** who functions as Vice-Chair.

The **composition of the task force will be decided by the Board** after a request for declaration of interest from (associated) members. To ensure consistency and proper coordination with other activities of the AHP it should include one **representative of the Industry Coordination Group**, one of the **Association Group** and one of the **University Group**.

21 BANK ACCOUNTS

The Board shall maintain a bank account or accounts subject to the following conditions:

- (a) all bank mandates shall have at least two (2) nominees of the Board as signatories and such further Ordinary Members as the Board shall nominate;
- (b) Such mandates shall require at least two (2) signatories to operate any accounts.

22 INTERNAL RULES

The Board, where it is required to do so and further also as it deems it necessary, proposes and the General Assembly decides on the adoption of internal rules of the AHP and the amendments thereof.

The internal rules shall serve the purpose of ensuring the proper functioning of the AHP and of its organizational structure.

In particular, the internal rules shall contain provisions which clarify, interpret or implement the provisions of the AHP's present statutes.

It is the policy of the AHP to comply with all applicable legal requirements, including all antitrust or other competition related laws. The Competition Law Compliance Guideline (Antitrust Compliance Guideline) sets forth the basic competition law principles that the staff and (associated) Members of

the AHP will comply with when preparing, organizing and attending meetings as well as in any other AHP activities.

The internal rules may not conflict with the AHP's statutes.

The internal rules and the amendment thereof shall be adopted by the General Assembly in accordance with Clause "General Assembly - Responsibilities and Power".

23 RESTRICTIONS ON COMPANY

The Company shall not without the prior consent of the Board:

- (i) borrow any money or incur any monetary obligation so that at any time this borrowing exceeds US\$ 15,000 (fifteen thousand US Dollars) or the equivalent in the local currency of the AHP. The board may increase the amount that the AHP may borrow from time to time;
- (ii) enter into any material contract or arrangement outside the ordinary course of its business;
- (iii) enter into any service agreement with, or vary the terms of service or remuneration of any employee of the Company or appoint or dismiss any employee other than any employee who earns less than US\$1000 per month;
- (iv) acquire or dispose of any immovable property of the Company (or material part thereof) or any other material assets of any nature other than office furniture and equipment the aggregate amount of which do not exceed US\$10,000;
- (v) enter into any lease, agreement, licence or arrangement of real property for a period of longer than 12 months other than lease of office the monthly rental value of which does not exceed US\$1,000: and/or
- (vi) issue or threaten to issue Court proceedings.

24 INDEMNIFICATION

24.1. Without prejudice to Section 161 of the Act, the Company may indemnify a director, employee or Member of the Company or a related company in respect of:

- (a) liabilities to any person other than the Company or related company, for any act or omission in his capacity as a director or employee or Member of the Company; or
- (b) costs incurred by that director, employee or Member in defending or settling any claim or proceedings relating to any such liability.

24.2 The Company may with the prior approval of the Board, effect insurance for a director or employee of the Company or a related company in respect of:

- (a) liability, not being criminal liability, for any act or omission in his capacity as a director or employee;
- (b) costs incurred by that director or employee in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by that director or employee in defending any criminal proceedings -
 - (i) that have been brought against the director or employee in relation to any act or omission in that person's capacity as a director or employee;
 - (ii) in which that person is acquitted; or
 - (iii) in relation to which a *nolle prosequi* is entered.

25 WINDING UP

- 25.1 Any proposal for the dissolution of the AHP shall be sent to the Chair of the Board who will submit it to the Board in order to include it in the agenda for the next General Assembly. In order for the Board to consider this proposal, such a proposal must be supported by at least twenty-five % of the members of the Board. Dissolution of the AHP shall be adopted by a three- quarter majority of the members the AHP present or represented at a General Assembly Meeting or an Extraordinary/Special General Assembly Meeting.

In case of dissolution of the AHP, the Board shall act as liquidator and decide on the distribution of any balance remaining after discharging the AHP's liabilities. This distribution will be done in proportion to the contributions paid by the (associated) members as far as the remaining balance is concerning the (associated) members' contribution.

Notwithstanding Clause 5 upon winding up of the Company the surplus assets, if any, remaining after payment of the debts and liabilities of the Company and the costs of winding up, shall be remitted and/or distributed to such Charitable Organisation(s) as recommended by the Board.

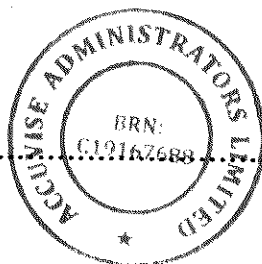
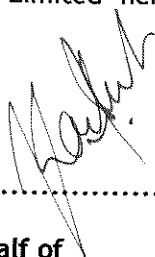
- 25.2 Where the Board has designated more than one Charitable Organisation as the beneficiary of any surplus assets of the Company whether in kind or cash, it shall determine how the division is to be carried out among such Charitable Organisations.

26 REGISTERED AGENT

The Company shall appoint and at all times have a Registered Agent in Mauritius which shall be a licensed management company. The Registered Agent shall be responsible for providing such services as the Company may require in Mauritius including but not limited to-

- (a) the filing of any return or document required under the Act and the Financial Services Act 2007; and
- (b) the receiving and forwarding of any communication from and to the Financial Services Commission and the Registrar of Companies.

In accordance with section 23(1)(c)(vii) of the Companies Act 2001, we, Accuvise Administrators Limited hereby certify that these are the Constitution of the Company.



.....
Kailash Jaulim
for and on behalf of
Accuvise Administrators Limited
Registered Agent

7A Mayer Street, Port Louis, Mauritius

20 January 2021