



**African Hydrogen Partnership
Trade Association
(AHP)**

**Internal Rules
The Board - The Industry Grouping Committees
(Board - Industry Committees)**

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1. Internal Rules

The present Internal Rules have been adopted by the General Assembly of the African Hydrogen Partnership (AHP) in accordance with Article 10 of the AHP Articles (Statutes).

The Internal Rules are aimed at clarifying, interpreting or implementing certain provisions of the Statutes.

In case of conflict between the Statutes and the Internal rules, the provisions of the Statutes take precedence.

2. The Board

2.1. General Assembly - Election Sessions

According to Article "General Assembly - Composition" of the Statutes, the General Assembly should be organised by grouping when organising the election of the board members. The election sessions are organised by the Chair of the General Assembly. If the three groupings organise their elections in parallel, the chair may delegate someone else to organise the election in one of the groupings.

2.2. Industry Board Members

2.2.1. Industry Board Member Candidacy

(a) On the occasion of each forthcoming Board election, the Board shall inform the Industry members of the AHP of the nature of the Board election and whether the Board election is for :

- general Board member;
- any additional new Board member vacancy, that was created by the General Assembly in accordance with Articles 5.2.2. of 5.3.1.2. of the Statutes
- the representation 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 exiting Board member or members in the circumstances as provided for by the continuity provision of Article "5.3. The Board" of the Statutes.

(b) Every Industry member of the AHP with two-year membership commitment has the right to submit the name of one candidate Industry board member. Candidate Industry board members shall represent industry members with two-year membership commitment.

(c) Subject and without prejudice to the provisions set out in 2.2.1.(b) above, the candidacy must not be restricted to one single Industry Board vacancy. If applicable and as the case may be, the

candidacy may be for more than one or for several of the Industry Board vacancies at any given time.

One candidate cannot, however, be elected into more than one Industry Board position.

The candidacy indicates the Industry Board vacancy or vacancies election for which the candidate Industry Board member is standing. It further indicates whether it concerns a candidacy for re-election, whether in the circumstances as provided for by the continuity provision of Article 18 of the Statutes or otherwise. It must also state whether or not it is submitted by a member 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).

(d) When submitting a candidacy for any additional new Board member, that was created by the General Assembly in accordance with Articles 5.2.2. of 5.3.1.2. of the Statutes, it is required for the relevant member's industry sector to reflect or correspond with the topical focus of the relevant Committee that the member, through his candidate, is seeking to represent.

(e) An Industry member must submit the candidacy to the Secretariat, in writing and at least ten working days in advance of the General Assembly deciding on the Board election.

(f) The candidacy submitted by the Industry member must include a detailed CV of the candidate Board member, as well as the brief description of the eligibility of the candidate for each of the Board vacancies election for which the candidate Board member is standing, in view of the requirements contained in Article 5.3. of the Statutes, and in particular describing and demonstrating the candidate's time availability, commitment and vision.

2.2.2. Election of Industry Board Members

(a) The Chair of the General Assembly informs the Industry members present of the number of Industry board members that must be elected, the nature of the Board election and of the number of candidates for each relevant election. The Chair mentions to the General Assembly the name of each candidate and of the Industry member that each candidate is representing.

The Chair mentions to the General Assembly that the Board election as the case may be is for or includes, and mentioning the name of each candidate and of the member that each candidate is representing:

- Industry general Board member;
- any additional new Board member vacancy, that was created by the General Assembly in accordance with Articles 5.2.2. of 5.3.1.2. of the Statutes
- the representation 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 existing Industry Board member or members in the circumstances as provided for by the continuity provision of Article 5.3. of the Statutes.

Each of the elections of the Industry Board members is subject to an own and separate voting process.

The election of the Industry Board members may require the election of the representation of the AHP's Micro, Small and Medium sized members as 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). In the case that, on the occasion of a Board election, no such members are represented on the Board or are no longer represented, the election shall be for the representative of such members.

If applicable, the Chair mentions to the General Assembly that the continuity provision of Article 5.3. of the Statutes applies and that accordingly the General Assembly shall first proceed to the election of the exiting Board member or members standing for re-election, thereby reducing the number of exiting Board members to the maximum allowed by that Article 5.3.

(b) An Industry candidate Board member must be given the opportunity to briefly present his or her candidacy or candidacies to the General Assembly deciding on the Board election.

(c) The Chair of the General Assembly decides on and allocates the timeframe within which each candidate Board member may present his or her candidacy or candidacies prior to the General Assembly deciding on the Board election.

(d) Following the candidates' presentations, the Chair of the General Assembly explains the voting procedure.

(e) The election of Industry candidates to the board is carried out in two rounds maximum.

A member may vote for one candidate only.

The election is subject to open voting, by hand-raising.

An external and independent auditor (the "auditor"), contracted by the Board for that purpose, is in charge of the vote count.

The auditor communicates the result of the vote count to the Chair of the General Assembly. The Chair of the General Assembly subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.

The candidate receiving at least 51% of the votes of the members present or represented is elected as Board member.

If neither of the two candidates receives the required majority, a second voting round is held, with the two candidates having received the most votes.

At the simple request of a member present or represented, the General Assembly shall vote on the question of open (identifiable) or closed (secret) voting for the second voting round. The decision is taken by simple majority of the votes of the members present or represented.

In the case of equality of votes, the vote of the Chair of the General Assembly shall decide. The auditor is in charge of the vote count and of the communication of the result thereof to the General Assembly.

If possible, online voting systems should be used for open as well as closed voting rounds.

At the end of a voting round, the moderator of the online meeting provides the auditor with the voting report. The auditor confirms the votes recorded by the system.

The result of the vote count is communicated by the auditor to the Chair of the General Assembly.

The Chair of the General Assembly subsequently communicates the result of the vote count to the General Assembly and to the Secretaria

2.3. Candidacy and Election for the Association Board Member(s)

(a) The Board shall inform the Association members of the AHP of the forthcoming election of Association board member(s).

(b) Every Association member of the AHP has the right to submit the name of one candidate for the position of Association board member.

(c) Association members must submit their candidacy to the Secretariat, in writing and at least ten working days in advance of the General Assembly deciding on the Board election. The candidacy submitted by the Association member must include a detailed CV of the candidate and a note demonstrating the candidate's time availability, commitment and vision for the position.

(d) The Chair of the General Assembly or his/her delegate informs the Association members present of the number of Association board members that must be elected, and of the number of candidates. The Chair or his/her delegate mentions to the General Assembly the name of each candidate and of the association member that each candidate is representing.

(f) An Association candidate Board member must be given the opportunity to briefly present his or her candidacy or candidacies to the General Assembly deciding on the Board election. The Chair of the General Assembly or his/her delegate decides on and allocates the timeframe within which each candidate Board member may present his or her candidacy prior to the General Assembly deciding on the Board election.

(g) Following the candidates' presentations, the Chair of the General Assembly or his/her delegate explains the voting procedure.

If there are more than one Association member board positions vacant, the election is organised post by post

1. An Association member may vote for one association candidate only.
2. The election is subject to open voting, by hand-raising. At the simple request of a member present or represented, the General Assembly shall vote on the question of open or closed voting.
3. An external and independent auditor (the “auditor”), contracted by the Board for that purpose, is in charge of the vote count.
4. The auditor communicates the result of the vote count to the Chair of the General Assembly or his/her delegate.
5. The Chair of the General Assembly or his/her delegate subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.
6. The election of Association candidates to the board is carried out in two rounds maximum.
7. The candidate receiving at least 51% of the votes of the members present or represented is elected as Association Board member.
8. If no candidate receives 51% of the votes, a second voting round is organised between the two candidates that received the highest number of votes of the members present or represented. The candidate receiving the simple majority of the votes of the members present or represented is elected as Association Board member.
9. In the case of equality of votes, the vote of the Chair of the General Assembly or his/her delegate shall decide.

2.4. Candidacy and Election for the University Board Member

(a) The Board shall inform the University members of the AHP of the forthcoming election of the University board member.

(b) Every University member of the AHP has the right to submit the name of one candidate for the position of University board member.

(c) University members must submit their candidacy to the Secretariat, in writing and at least ten working days in advance of the General Assembly deciding on the Board election. The candidacy submitted by the University member must include a detailed CV of the candidate and a note demonstrating the candidate's time availability, commitment and vision for the position.

(d) The Chair of the General Assembly or his/her delegate informs the University members present of the number of University board members that must be elected, and of the number of candidates. The Chair or his/her delegate mentions to the General Assembly the name of each candidate and of the University member that each candidate is representing.

(f) An University candidate Board member must be given the opportunity to briefly present his or her candidacy or candidacies to the General Assembly deciding on the Board election. The Chair of the General Assembly or his/her delegate decides on and allocates the timeframe within which each candidate Board member may present his or her candidacy prior to the General Assembly deciding on the Board election.

(g) Following the candidates' presentations, the Chair of the General Assembly or his/her delegate explains the voting procedure.

If there are more than one University member board positions vacant, the election is organised post by post

1. A University member may vote for one association candidate only.
2. The election is subject to open voting, by hand-raising. At the simple request of a member present or represented, the General Assembly shall vote on the question of open or closed voting.
3. An external and independent auditor (the "auditor"), contracted by the Board for that purpose, is in charge of the vote count.
4. The auditor communicates the result of the vote count to the Chair of the General Assembly or his/her delegate.
5. The Chair of the General Assembly or his/her delegate subsequently communicates the result of the vote count to the General Assembly and to the Secretariat.
6. The election of University candidates to the board is carried out in two rounds maximum.
7. The candidate receiving at least 51% of the votes of the members present or represented is elected as an University Board member.
8. If no candidate receives 51% of the votes, a second voting round is organised between the two candidates that received the highest number of votes of the members present or represented. The candidate receiving the simple majority of the votes of the members present or represented is elected as an University Board member.
9. In the case of equality of votes, the vote of the Chair of the General Assembly or his/her delegate shall decide.

2.5. Board Membership Resignation, Vacancy and Withdrawal

(a) An individual Board member may resign from position, in writing and by registered mail addressed to the Board.

(b) Upon receipt of the letter of resignation, the Board shall inform the (associated) members of the AHP of the notified resignation.

(c) Within twelve weeks from receipt of the letter of resignation, the Board shall organize a Board election with a view to replacing the resigning Board member. The Board, taking into account the provisions as set out in 2.2.1.(c), 2.2.1.(d) and 2.2.2.(a) above, invites the members or, as the case may be, relevant members of the AHP to submit candidacy.

(d) Until the Board election of 2.5.(c) takes place, the resigning Board member shall maintain position and perform his or her duties provided that he or she is still representing the member of the AHP under whose candidacy he or she was elected. If the resigning Board member no longer represents that member, the remaining Board members shall divide his or her tasks and responsibilities as between themselves and until the Board election of 2.5.(c) takes place.

(e) If and as from the moment in time Board membership is terminated for reason of incapacity or death and as a result a vacancy arises, the provisions of 2.5.(b) and 2.5.(c) shall mutatis mutandis apply. The remaining Board members shall divide the tasks and responsibilities of the relevant Board member as between themselves and until the Board election filling the vacancy takes place.

(f) If and as from the moment in time a member of the AHP withdraws, for any reason whatsoever, from elected Board membership representation, that member shall immediately inform the Board thereof, in writing and by registered mail, and the provisions of 2.5.(b) and 2.5.(c) shall mutatis mutandis apply. Withdrawal shall be under the conditions of 2.5.(d).

(g) If an individual Board member no longer represents the member of the AHP under whose candidacy he or she was elected, the relevant member of the AHP shall immediately inform the Board thereof, in writing and by registered mail, and the provisions of 2.5.(b) and 2.5.(c) shall mutatis mutandis apply. The remaining Board members shall divide the tasks and responsibilities of the relevant Board member as between themselves and until the Board election replacing him or her takes place.

2.6. Termination of membership of the AHP

(a) If and as from the moment in time a company ceases to be a member of the AHP, for any reason whatsoever, and that former member was represented on the Board, the provisions of 2.5.(b) and 2.5.(c) shall mutatis mutandis apply.

(b) The relevant Board membership representation shall terminate with effect from the company ceasing to be a member of the AHP, and the remaining Board members shall divide the tasks and responsibilities of the relevant Board member as between themselves and until the Board election replacing him or her takes place.

3. The Industry Grouping Committees and Coordination Group

3.1. Article 5.5. of the Statutes

According to article 5.5 of the AHP Statutes, internal rules governing the proper operation and functioning of the Industry Grouping Committees (Industry Committees) shall be established.

3.2. Industry Committee Participation and Composition

(a) Each Industry Committee shall nominate from among its members a leader for endorsement of each such nomination by the Board. Each such nomination must be notified to the Board (c/o Secretariat). The Board (c/o Secretariat) notifies endorsement to the nominated leader.

(b) Participation in and membership of an Industry Committee is open to each member of the AHP, who may elect to participate in and be a member of one or more other of the Committees.

Participation of an industry associated member is subject to the approval of the Board and the conditions it may impose.

(c) Choice for participation in and membership of an Industry Committee must be notified by the member of the AHP to the Secretariat by email. The Secretariat notifies the member's choice to the chairperson of the relevant Industry Committee who subsequently invites that member to the meetings and activities of the Industry Committee.

(d) The leader of an Industry Committee is responsible for communication between and cooperation by the Industry Committee on the one hand and the Board on the other hand, in the framework of the AHP's Industry Coordination Group and its activities.

(e) The leader of an Industry Committee appoints a Industry Committee member as deputy who will be responsible for presiding over the meetings of the Industry Committee in his or her absence.

(f) The leader of an Industry Committee may appoint a member of his or her Industry Committee or a person who works for the same member of the AHP whom he or she represents, to assist with the execution of his or her Industry Committee duties, without however being released from his or her responsibility for the proper performance of these duties. In the case of assistance by a person who works for the same member of the AHP whom the Committee leader represents, approval is required from the Industry Committee in accordance with the decision making process described in 3.4. below.

3.3. Industry Committee Meetings

(a) An Industry Committee meets at least four times a year, either physically or by web conferencing. A physical meeting must take place at least once a year.

(b) At the request of at least one third of the Industry Committee members, the leader of the relevant Committee shall organize any meetings additional to those of 3.3.(a).

(c) The leader of the Industry Committee circulates a meeting agenda at least five working days in advance of the meeting.

(d) Each meeting is minuted by an Industry Committee member designated by the leader of the Industry Committee. The minutes of each meeting, containing as a minimum any decisions taken and action points made, shall be circulated for review among the Industry Committee members present at the relevant meeting, within ten working days following the meeting.

(e) Within twenty-one working days following the meeting, the meeting minutes are sent to the Secretariat. The Secretariat subsequently makes the meeting minutes available to the members of the AHP and to the Board.

(f) At the request of the Board, the Secretariat may provide any further and other logistical assistance in the organization of the Committee meetings.

3.4. Industry Committee Decision Making

(a) Any decisions and action points are taken and made by consensus.

(b) Absent a consensus, the Industry Committee decides by simple majority voting of its members present. In the case of equality of votes, the vote of the leader of the Industry Committee shall decide, with the exception of the nomination decision referred to in 3.2.(a) above where the Board shall decide.

(c) At simple request of an Industry Committee member present and voting, the minority voting position shall be included in the meeting minutes, for information purposes.

3.5. Industry Committee Role and Duties

(a) An Industry Committee, through its leader and his or her role in AHP's Coordination Group, has a consultative, supporting and contributing role towards the Board.

(b) The leader shall at times submit its Industry Committee' views, input and proposals to the Coordination Group.

(c) The leader of the relevant Industry Committee shall communicate the Industry Committee's views, input and proposals to the Industry Coordination Group, and he or she shall explain the Industry Committee's position with respect to and reasoning behind the Industry Committee's view, input or proposal.

(d) The Industry Coordination Group shall take an Industry Committee's views, input and proposals into due account when developing its own views and proposals towards the Board.

(e) An Industry Committee is responsible for the execution of the following tasks, in line with the (annual) priorities given by the Board:

1. Develop and submit on an annual basis input for the AHP's programme development plans.
2. Through its leader and his or her role in the Industry Coordination Group, advise the Board on matters which are within the domain of or are relevant to its application area.
3. Develop or facilitate the development of commercialization plans for its application area and sub-sectors thereof.
4. Consider and address issues which span the scope and operation of several or all of the Industry Committees.
5. Through its leader and his or her role in the Industry Coordination Group, report regularly to the Industry Coordination Group on progress made in the Committee's activities, report once a year to the General Assembly on progress made in the Industry Committee's activities and submit a brief description thereof for inclusion in the Board's annual report.