



Res4Africa Foundation

RULES OF OPERATION

As amended by the Decision of Executive Committee on 5th November 2019

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SECTION I

Participants in

“Renewable Energy Solutions for the Mediterranean and Africa”

Art. 1 – Admission and Renewal of Participants in Res4Africa

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

- a) registered letter with return receipt to the President of Res4Africa, Via Ticino 14, 00198, Rome – Italy, or
- b) certified e-mail to: res4med@pec.it

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

A. Application for Admission

1.3 The application must specify the following data:

- a) applicant’s identification data together with: (i) certified e-mail address for all communications; (ii) indication of an individual holding an executive position within the organisation of the applicant that the same applicant has appointed to manage the application for admission and, after admission, relations with Res4Africa;
- b) applicant’s sector of activity, skills, and expertise (including certifications or other documents giving evidence of such skills and expertise);
- c) outline of the applicant’s main activities and initiatives in the sector of renewables, with particular regard to those in Mediterranean and Sub-Saharan Africa regions;
- d) applicant’s motivation for participating in Res4Africa;
- e) applicant’s proposed contribution to the pursuit of the Aims of Res4Africa, in accordance with Art. 4 of its By-Laws;
- f) code of ethics of the applicant’s organisation in compliance with the applicant’s national legislation;
- g) declaration of awareness and acceptance of the By-Laws and Rules of Operation of Res4Africa signed by the applicant’s legal representative;
- h) category or subcategory of Participants in respect of which the application for admission is submitted.

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

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

- b) affinities between the applicant's activities and the Aims pursued by Res4Africa;
 - c) applicant's proposed contribution to developing the activities referred to in Art. 5 of the By-Laws of Res4Africa;
 - d) whether the applicant meets Res4Africa's goal to have Participants who express different skills and expertise and who will provide added value to the pursuit of its Aims.
- 1.5 The decision of the Executive Committee on acceptance or rejection of the application will be notified to the applicant's address specified in the same application; the notice will also indicate the annual fees to be paid and the related payment procedure.
- The admission procedure will be finalised upon payment of the annual fees. From this time on, the applicant will acquire the status of Participant in Res4Africa and be entered into the Register of Participants of Res4Africa.
- 1.6 After entry into the above Register, each Participant is required to comply with all the provisions of the By-Laws of Res4Africa and of these Rules of Operation.

B. Application for Renewal

- 1.7 Each Member and Partner of Res4Africa will submit an application for annual renewal. Participation in Res4Africa as a Founding Member shall have unlimited duration, in accordance with Art 8.4 of the By-Laws of Res4Africa. The renewal application will specify the following data:
- a) any confirmation of the data and information contained in the application for admission submitted in accordance with point A. above, or of any previous application for renewal submitted in accordance with this para. B.;
 - b) motivation of the applicant for renewing its participation in Res4Africa;
 - c) applicant's proposed contribution to developing the activities carried out by Res4Africa, in accordance with Art. 5 of its By-Laws, in Mediterranean or Sub-Saharan Africa regions.
- 1.8 The Executive Committee will accept or reject Members' or Partners' applications for annual renewal using reasonable discretion and considering, in particular, not only the aspects mentioned in para. 1.7 above, but also the following ones:
- a) whether the applicant is in good standing with the payment of its annual fees, as per Art. 2 below;
 - b) whether, throughout the previous year, the applicant met and continues to meet the requirements established herein for Members and Partners;
 - c) whether the applicant regularly participated in the committees, working groups and events specified herein for Members and Partners;
 - d) applicant's proposed contribution to developing the activities referred to in Art. 5 of the By-Laws of Res4Africa.
- 1.9 The decision of the Executive Committee on acceptance or rejection of the application for annual renewal will be notified to the applicant's address specified in the application within next fifteen (15) working days after the relevant Executive Committee meeting having taken place. The notice will also indicate the annual fees to be paid by the renewed

Member or Partner and the related payment procedure.

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

Art. 2 – Payment of Annual Fees

- 2.1 Each Participant will pay the annual fees determined for its category or subcategory by 31 March of each year at the latest.
- 2.2 Each year, the Executive Committee will decide on the amount of annual membership fees and on the related payment procedure.

Art. 3 – Rights and Duties of Participants

A. Partners

3.1 According to art. 11.2 of the By-Laws, Partners are divided into two subcategories:

- *Ordinary Partners*, as institutions and companies supporting the Foundation institutionally on a regular basis or in specific projects other than “renewAfrica initiatives”;
- *renewAfrica Partners*, as institutions and companies supporting the Foundation in “renewAfrica initiatives”.

3.2. *Ordinary Partners*

3.2.1 *Ordinary Partners* are entitled to:

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

3.2.2 *Ordinary Partners* have the following duties:

- a) complying with the By-Laws of Res4Africa and these Rules of Operation;
- b) abiding by the decisions of General Meetings and Executive Committee meetings;

- c) participating in at least 1 (one) committee per year to which they are invited;
- d) participating in at least 1 (one) event per year to which they are invited;
- e) actively contributing to the activities of Res4Africa, disseminating their outcomes, and organising events highlighting its action.

3.3. *RenewAfrica Partners*

3.3.1 *RenewAfrica Partners* are entitled to:

receive:

- (i) updates and informative documents prepared by Res4Africa;
- (ii) reports and technical analyses prepared by Res4Africa;

attend:

- the General Meetings, without voting rights;
- Committees and Working Groups set up for pursuing renewAfrica;
- specific activities organised by Res4africa in relation to renewAfrica;
- courses organised at international level by Res4africa in connection with renewAfrica;
- networking events by Res4africa in connection with renewAfrica initiative;
- as sponsors and/or speakers, events organised by Res4africa in connection with renewAfrica;
- a) rely on the official network of Res4africa to carry out marketing activities in relation to renewAfrica (i.e. branding via the communication channels of Res4Africa);
- b) be quoted on the website of Res4africa and in documents on renewAfrica.

3.3.2 *renewAfrica Partners* will have the following duties:

- a) complying with the By-Laws of Res4Africa and these Rules of Operation;
- b) complying with the renewAfrica Guidelines of Operation;
- c) abiding by the decisions of renewAfrica Steering Committee;
- d) actively contributing to the activities of RES4Africa Foundation in relation to renewAfrica, disseminating the outcomes, and organising events highlighting its action;
- e) availability to host meetings and/or events in relation to renewAfrica.

B. Members

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

3.4 Ordinary Members

3.4.1 Ordinary Members are entitled to:

a) receive:

- (i) updates and informative documents prepared by Res4Africa;

- (ii) reports and technical analyses prepared by Res4Africa;
- a) hold offices within Res4Africa;
- b) chair committees and working groups;
- c) participate:
 - (i) in General Meetings with voting rights;
 - (ii) in committees and working groups set up by Res4Africa to pursue its Aims;
 - (iii) in all the projects and activities organised by Res4Africa;
 - (iv) in all the training courses organised at international level by Res4Africa;
 - (v) in all the networking events organised by Res4Africa;
 - (vi) as sponsors and/or speakers, in all the events organised by Res4Africa;
 - (vii) in all renewables awareness-building missions organised by Res4Africa;
- d) rely on:
 - (i) the network of experts cooperating with Res4Africa nationally and internationally;
 - (ii) the official network of Res4Africa to carry out marketing activities (i.e. branding via the communication channels of Res4Africa);
- e) directly interact with national and international institutions and organisations;
- f) prepare Position Papers and Recommendations on various topics to be submitted to policy-makers.

3.4.2 Ordinary Members will have the following duties:

- a) complying with the By-Laws of Res4Africa and these Rules of Operation;
- b) abiding by the decisions of General Meetings and Executive Committee meetings;
- c) paying the annual fees in compliance with Art. 2 above;
- d) participating in at least 2 (two) committees per year to which they are invited;
- e) participating in at least 2 (two) events per year to which they are invited;
- f) actively contributing to the activities of Res4Africa, disseminating their outcomes, and organising events highlighting its action.

3.5 Supporting Members

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

- a) being involved in the missions organised by Res4Africa in target markets within the Region defined in Article 4 of the By-Laws of Res4Africa;
- b) taking part in the activities of Res4Africa when they are restricted to a given number of Participants;
- c) having access to:

- (i) market information and analyses about the legislative/regulatory framework of renewables in Mediterranean and Sub-Saharan Africa regions;
- (ii) strategic contacts in target markets within the Region defined in Article 4 of the By-Laws of Res4Africa.

3.5.2 Supporting Members will have the following duties:

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

C. Founding Members

Founding Members will have the same rights and duties as the Supporting Members referred to in para. 3.5 above, but their rights will have priority over those of the Supporting Members.

Art. 4 – Loss of the status of Participant

A. Resignation

- 4.1 Each Participant may resign from Res4Africa pursuant to para. 7.4 of its By-Laws by sending a written notice thereof, under the procedure referred to in para. 1.1 above, by 30 September of each year.
- 4.2 The resignation will take effect as of 31 December of the year in which the notice is sent, without prejudice to the resigning Participant's fulfilment of all the duties previously undertaken towards Res4Africa.
- 4.3 Any decision of the General Meeting amending all or part of the By-Laws of Res4Africa will entitle each Participant who has not voted in favour of the same to resign therefrom.
Under these circumstances:
 - a) each Participant may exercise its right of resignation, under the procedure referred to in para. 4.1 above, within seven (7) days of receipt of the notice convening the General Meeting referred to in para. 13.1 of the By-Laws of Res4Africa;
 - b) the resignation will take effect when the General Meeting approves the proposed amendments to the By-Laws of Res4Africa, without prejudice to the resigning Participant's fulfilment of all the duties previously undertaken towards Res4Africa.
- 4.4 In the event of resignation for whatever reason, nothing will be owed to the resigning party (for the sake of clarity, not even the refund of annual fees).

B. Default in payment

- 4.5 Participation in Res4Africa will terminate *de jure* if a Participant fail to pay its annual fees by 31 March of each year and, even after receiving a notice of default from the President of Res4Africa by registered letter with return receipt or certified e-mail, it persists in not

making the payment within one (1) month of the date of notice.

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

C. Expulsion on serious grounds

- 4.7 A Participant may be expelled from Res4Africa on serious grounds, i.e. if its conduct is in conflict with and contrary to the Aims of Res4Africa, as per Art. 4 of its By-Laws.
- 4.8 The decision on expulsion, taken by the Executive Committee, will take immediate effect as of the date of the relevant notice.
- 4.9 The expelled Participant cannot claim any right towards Res4Africa (including the right of refund of paid annual fees).

SECTION II

OPERATION OF THE STATUTORY BODIES OF RES4AFRICA

Art. 5 – General Meetings

- 5.1 Subject to articles 12, 13, and 14 of the By-Laws of Res4Africa, the Chairperson of the General Meeting will:
- a) ensure that the number of Members present constitutes a quorum for the General Meeting;
 - b) check the identities and attendance/voting rights of the parties present;
 - c) verify the right to speak and vote of the parties present;
 - d) open the General Meeting by reading the agenda and the items to be debated;
 - e) conduct the business of the General Meeting;
 - f) verify the results of any voting.

Under para. 14.5 of the By-Laws of Res4Africa, the above activities will be recorded in the minutes.

- 5.2 Pursuant to para. 13.3 of the By-Laws of Res4Africa, General Meetings may be held via audio/videoconferencing, subject to the following requirements:
- a) the notice of the meeting specifies the details for connection to audio/video systems;
 - b) the Chairperson can carry out all the activities mentioned in para. 5.1 above;
 - c) the Chairperson and the record-keeper can adequately follow all the events of the meetings to be recorded in the minutes;
 - d) all attendants can take part in the debate in real time, and simultaneously vote on the items on the agenda, as well as send, receive, and view documents.

Art. 6 – Executive Committee

- 6.1 The Executive Committee will usually meet at least once every four months.
- 6.2 Subject to articles 15-18 of the By-Laws of Res4Africa, the Chairperson of the Executive

Committee meeting will:

- a) ensure that the number of members present constitutes a quorum;
- b) check the identities and attendance/voting rights of the parties present;
- c) open the Executive Committee meeting by reading the agenda and the items to be debated;
- d) conduct the business of the Executive Committee meeting;
- e) verify the results of any voting.

Under para. 18.4 of the By-Laws of Res4Africa, the above activities will be recorded in the minutes.

- 6.3 In compliance with para. 17.3 of the By-Laws of Res4Africa, Executive Committee meetings may take place via audio/videoconferencing. Reference will be made to para. 5.2 above.
- 6.4 Except for the Secretary General, Members of the Executive Committee shall not be remunerated nor receive any compensation for their membership nor attendance to the meetings.

Art. 7 – Board of Auditors

- 7.1 Without prejudice to Art. 21 of the By-Laws of Res4Africa, when a Board of Auditors has been entrusted with the auditing of accounts,
 - a) its meetings will be convened whenever its Chairperson deems it appropriate or at the proposal of 2 (two) of its standing members;
 - b) it will meet at least once a year in order to prepare the report accompanying the financial statements, as per para. 21.3 e) of the By-Laws of Res4Africa.

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

- 7.2 The meeting of the Board of Auditors will constitute a quorate if a majority of its members are present. Decisions will be taken by a majority of members present.
- 7.3 The Chairperson of the Board of Auditors will take minutes of decisions taken. Decisions will be entered into the Book of Board of Auditors' decisions.

SECTION III

ORGANISATION OF THE ACTIVITIES OF RES4AFRICA

Art. 8 – Advisory and operational committees

- 8.1 Under Art. 16.3 of the By-Laws of Res4Africa, the Executive Committee may establish one or more advisory or operational committees, setting the number of their members and defining their terms of reference.
- 8.2 Each committee will:
- a) consist of representatives (holding top-management positions) of those Participants that the Executive Committee may select at its own discretion;
 - b) be chaired by the Secretary-General, unless the Executive Committee decides, on a case-by-case basis, to appoint one of the members of the advisory or operational committee as its chairperson, pursuant to para. 20.3 e) of the By-Laws of Res4Africa. In this event, the chairperson will hold office for 1 (one) year and will be eligible for reappointment.
- 8.3 The chairperson of each committee will:
- a) prepare the Committee Action Plan pursuant to para. 8.6 below;
 - b) report every 6 (six) months to the Executive Committee on the implementation of the Committee Action Plan, or whenever the Executive Committee deems it appropriate;
 - c) convene a committee meeting every 4 (four) months and organise the related business;
 - d) supervise the implementation of the decisions of the committee;
 - e) represent the committee during events organised by Res4Africa;
 - f) attend the General Meetings of Res4Africa without voting rights. (in the case the Chairperson will also represent a Participant, he/she will exercise the voting right only on behalf of the Participant).
- 8.4 Committee meetings may take place via audio/videoconferencing. Reference will be made to para. 5.2 above.
- The chairperson of each committee may, at his/her own discretion, invite other parties
- 8.5 The Committee Action Plan will:
- a) be prepared by the chairperson of each committee and submitted to the Executive Committee for approval;
 - b) specify:
 - (i) the goals that the committee wishes to achieve;
 - (ii) the strategies that the committee intends to adopt in order to achieve its goals;
 - (iii) the list of events that the committee plans to organise during the year;
 - (iv) the list of key stakeholders to be involved;

- (v) the list of working groups on which the committee plans to rely with a view to implementing its own Committee Action Plan, and
 - c) be implemented within the timeframes and under the procedures defined in the Plan of Action of Res4Africa referred to in art. 10 below.
- 8.6 Members of the Advisory and/or operational committees and any of the invitees shall not be remunerated nor receive any compensation for their membership and attendance to the meetings. Per me ok,

Art. 9 – Working Groups

- 9.1 Under Art. 16.3 of the By-Laws of Res4Africa, the Executive Committee may establish one or more working groups within each committee, setting the number of their members and defining their terms of reference.
- 9.2 Each working group will:
- a) consist of representatives (holding middle-management positions) of those Participants that sit on the relevant committee;
 - b) be chaired by the chairperson of the relevant committee;
 - c) have a permanent or temporary nature.
- 9.3 The chairperson the working group will:
- a) communicate the timeframes and procedures for fulfilling the terms of reference of the working group to the relevant committee;
 - b) report every 3 (three) months to the relevant committee on the activities carried out;
 - c) convene a working group meeting at adequate intervals – but at least every 2 (two) months – and organise its business.
- 9.4 Working Group meetings may take place via audio/videoconferencing. Reference will be made to para. 5.2.
- 9.5 Members of the working groups shall not be remunerated nor receive any compensation for their membership and attendance to the meetings.

Art. 10 – Plan of Action

- 10.1 Every year, the Executive Committee will approve the proposed Plan of Action for the pursuit of the Aims of Res4Africa. The Plan will be proposed by the Secretary-General as per para. 16.2 f) of the By-Laws of Res4Africa.
- 10.2 The Plan of Action will specify:
- a) the goals that Res4Africa wishes to achieve for the pursuit of its Aims, and the related timeframes;
 - b) the activities that Res4Africa intends to carry out in order to achieve the above goals;
 - c) the internal organisational structure that Res4Africa plans to adopt in order to carry out the above activities and achieve the above goals;
 - d) the activities that the Executive Committee may assign to (advisory and operational) committees and working groups.

Art. 11 – Advisory Board

- 11.1 In discharging its duties, the Executive Committee may rely on the support of an Advisory Board.
- 11.2 The Advisory Board will consist of individuals from the industrial, academic, financial, and institutional world, at national and international level, with proven experience and competence in the sectors covered by the activities of Res4Africa.
- 11.3 The chairperson and members of the Advisory Board, who will be appointed and dismissed by the Executive Committee, will hold office for 4 (four) years and be eligible for reappointment.
- 11.4 The Secretary-General will attend Advisory Board meetings.
- 11.5 The Advisory Board will:
- a) play an advisory role;
 - b) support the Executive Committee by expressing, among others, opinions on the strategic actions to be pursued in order to attain the Aims of Res4Africa as per Art. 4 of its By-Laws;
 - c) contribute to disseminating the results achieved by Res4Africa in its activities.
- 11.6 Members of the Advisory Board shall not be remunerated nor receive any compensation for their membership nor attendance to the Board meetings.

SECTION IV

ANNUAL FEES AND INTELLECTUAL PROPERTY

Art. 12 – Annual Membership Fees

The membership fees determined by the Executive Committee are reported in Annex 1; they may be updated by the Executive Committee on a yearly basis in compliance with Art. 2.2 above.

Art. 13 – Intellectual Property

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

SECTION V

FINAL PROVISIONS

Art. 14 – Compulsory Mediation Attempt

- 14.1 Under para. 25.1 of the By-Laws, if disputes arise between Participants and the statutory bodies of Res4Africa, among the statutory bodies of Res4Africa, or among Participants,

in connection with the construction and/or implementation of its By-Laws, or with associative relationships, either party may propose a date/time and venue for a first meeting with the other party.

- 14.2 If this meeting fails to take place within 30 (thirty) days of the proposed meeting date, or if no agreement is reached within 30 (thirty) days of the first meeting, the mediation attempt will be considered to be unsuccessful and each of the parties may institute an arbitration procedure pursuant to para. 25.2 of the By-Laws of Res4Africa.

Art. 15 – Rules of Operation

In compliance with Art. 14.2 i) of the By-Laws of Res4Africa, these Rules of Operation have been approved by a decision of the Executive Committee taken on 7th of May 2019 .

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