

**Bye Laws of
The Wood Heat Association**

Adopted by the Company on 8th January 2016

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1 BYE-LAWS

- 1.1 The Bye-Laws are those referred to in the Articles to apply to the conduct of the affairs of the Company.
- 1.2 The Bye-Laws may be amended from time to time by resolution of the Board.
- 1.3 The latest version of the Bye-Laws shall be published on the Company's Website.
- 1.4 In the event of any conflict between the Articles and these Bye-Laws, the Articles shall take precedence.
- 1.5 The Company and the REA have entered into the Operating Agreement which sets out the principles upon which the WHA and REA will work together.

2 DEFINITIONS

In this document, including the foregoing, these terms shall have the following meaning:

Articles	the articles of association of the Company
Board	the board of the Company comprising the Directors of the Company as elected or appointed from time to time
Business Plan	the business plan of the Company prepared annually by the Executive and approved by the Board
Bye-Laws	this document and any adopted updated versions thereof
Chairman	the chairman of the Board and the Company, as elected from time to time in accordance with clause 11.13 of these Bye-Laws
Company	the Wood Heat Association
Directors	the Elected Directors and the REA Director
Elected Director	a Director who is an authorised representative of a Member
Election Process	the method for electing Directors detailed in clause 11.1 hereof
the Executive	those persons either appointed or retained by the Board
Head Office	the primary operating location of the Company shown on the Website
Individual	a person acting in his or her private capacity
Operating Agreement	the document setting out the working arrangements between REA and WHA (signed by the REA on 17 th December 2014)

Subscription Member	Any Individual or Organisation which had either paid a subscription to the Company or, in the case of a fully paid-up member of the REA with an interest in biomass heat
Subscription Membership Category	a grade of membership of the Company established in accordance with clause 4.1 hereof
Subscription Membership Category Page	the Website entry detailing each Membership Category, its fee level and any particular rights applicable as set out at the Company's Website.
Subscription Membership Year	the twelve month period commencing on 1st January, or such other date as the Board may from time to time designate
Organisation	Any body constituted to operate as an entity including, without limitation, companies, firms, partnerships, sole traders, academic institutions, charities, government and non-government agencies and not-for-profit organisations
Present	applies to a Subscription Member's attendance at a meeting when present in person, through an authorised representative, or by proxy, as prescribed in the Articles
REA	The Renewable Energy Association
REA Bye-Laws	The Bye-Laws of the Renewable Energy Association adopted by the Board of the REA from time to time
REA Director	Is a director appointed by the Renewable Energy Association
REA Policy Board	The Policy Board as constituted by the REA Bye-Laws adopted by the Board of the REA from time to time
Renewable Energy Sector	the production and supply of electricity, heat, fuels or any other form of energy from sustainable sources, including relevant supply chains and energy storage
Sub-committee or Working Group	any sub-committee or working group of, or established by, the Board in accordance with clause 7.1 hereof
Sub-committee or Working Group Chairman	the person appointed as chairman of a Sub-committee or Working Group in accordance with clause 7.2 hereof
Voting Subscription Member	any Subscription Member within a Membership Category shown on the Membership Category Page as eligible to vote, including a Subscription Member who has an interest in biomass heat at the relevant time

Website

the presence of the Company on the world-wide-web.

- 2.1 Terms defined in the Articles will, unless the context requires otherwise, have the meaning defined therein.
- 2.2 In this document the male form is used and may apply to persons of either gender.
- 2.3 Any reference in these Bye-Laws to a “member” or “Member”, or “membership” or “Membership” shall be deemed to be a reference to respectively “Subscription Member” and “Subscription Membership”.

3 MEMBERSHIP CRITERIA AND ADMISSIONS PROCEDURE

- 3.1 Membership of the Company shall be open to all Individuals and Organisations, which share the aims and objects as set out in Article 20 and its sub clauses of the Company’s Articles of Association and which agree to join the Company and to abide by the Bye-Laws.
- 3.2 The Board or the Executive may produce such forms and procedures as may be considered necessary to enable prospective members to apply for membership.
- 3.3 The Board may authorise the Executive to process and accept membership applications from any Individual or Organisation with actual or planned involvement in, or where their objectives are aligned with, the Renewable Energy Sector.
- 3.4 Applications for membership from other Individuals and Organisations, which do not fall within the criteria in clause 3.3 above, shall be considered by the Board, which may, in its absolute discretion, decide whether or not such applicants shall be admitted to membership.
- 3.5 All Members offering renewable energy equipment, systems, services or fuel to consumers, communities or other non-industrial customers shall be encouraged to join an appropriate certified assurance scheme for their sector, if one is available and to agree to abide by the terms and byelaws thereof.
- 3.6 Members may use the “member of the WHA” logo on their website and any other marketing material. Individuals and Organisations who are not Members may not use the WHA’s logo. On the termination of membership, all rights to use any Company logos and other such collateral granted as a right of membership shall cease.

4 MEMBERSHIP CATEGORIES AND FEES

- 4.1 The Board may establish such categories of membership as they may consider appropriate, and may define the rights applicable to each Membership Category. All Members within the relevant voting Subscription Membership Categories shall have one vote per Member at any meeting however held of the Members (including by teleconference or other electronic means).
- 4.2 The rights and fees of each Membership Category are described on the Membership Category Page of the Company’s website.

- 4.3 The Board shall subject to the approval of the REA Director establish the fees and any joining fees applicable to each Membership Category.
- 4.4 The level of membership and joining fees may be updated from time to time but, in normal circumstances, no more frequently than once every year.
- 4.5 The fees for each Membership Year shall be payable within one month of the start of the Membership Year, or one month of the submission by the Company to the Member of the invoice for the membership fees, whichever is the later. Failure to do so will incur a surcharge to the annual fee.
- 4.6 The Executive may agree with Members provisions for deferred or staged payments, subject to the addition of reasonable service or interest costs as may be agreed.
- 4.7 Membership services may be suspended from any Member while outstanding membership fees or other payments to the Company are due and unpaid.
- 4.8 Interest may be charged at such level as the Board may decide on overdue amounts payable by Members to the Company.

5 TERMINATION OF MEMBERSHIP

- 5.1 Any Member may terminate membership of the Company by serving notice in writing to the Head Office no less than three months before the end of any Membership Year.
- 5.2 Upon serving notice, all outstanding amounts due to the Company become immediately payable in full.
- 5.3 The Board may serve notice for the termination of the membership of any Member in the event of:
- a) Failure by the Member to adhere to the Bye-Laws, where such failure has been notified to the Member by the Company, and not rectified by the Member within one month of notification;
 - b) Conduct by the Member considered by the Board to be grossly prejudicial to the interests of the Company.
- 5.4 Where notice is served by the Board pursuant to clause 5.3 above, the Member may appeal against the decision at a meeting of the Board or a Sub-Committee of the Board. Any such Sub-Committee shall comprise such members of the Board as shall be appropriate and with appropriate expertise. If any such appeal is successful then the notice served by the Company shall become void. If such appeal is not pursued, or it is rejected, then the notice shall take immediate effect, in which case any outstanding fees due from the Member become immediately payable, save that the membership fees for the current year shall be reduced by one twelfth for each full unexpired month of the Membership Year.

6 THE BOARD OF DIRECTORS

- 6.1 The Company will be governed by the Board in accordance with the Articles.
- 6.2 The Elected Directors shall be elected for a nominal period of three years subject to the provisions of clause 6.3 below and clause 11. .
- 6.3 Any Director who has served for more than thirty-three months since being so elected shall retire by rotation. Subject to the provisions of clause 11 hereof, such Directors shall be eligible for re-election if they so choose.
- 6.4 Election of the Directors by the Members and in accordance with these Bye-Laws, shall be conducted according to the Election Process.
- 6.5 The Board shall meet no fewer than four times per annum to consider the activities, membership and policies of the Company, the activities of the Working Groups, sub-committees, and the Executive, to consider the Business Plan and the accounts and to conduct such other business as they consider fit.
- 6.6 The agendas for Board meetings shall be circulated to the Directors at least 48 hours in advance of such meetings. The minutes of such meetings shall be circulated to Directors within fourteen working days of the meeting taking place.
- 6.7 Members may request for copies of the proceedings of all Board meetings which, except for minutes on matters identified by the Board as being necessarily confidential, shall be provided to the Members on such request.
- 6.8 No decisions may be made by the Board unless a quorum is present in person, by telephone or video connection.
- 6.9 The Board will require the REA Director (or authorised delegate) and at least 50% of the remaining Directors to be quorate. For example, where the Board is 8 Elected Directors plus the REA Director, the total number shall be 5 out of 9.

7 SUB-COMMITTEES OF THE BOARD

- 7.1 The Board may designate such Sub-committees or Working Groups as it considers appropriate, to transact specific business or consider matters requiring more detailed attention.
- 7.2 The Board shall appoint the chairman of each Sub-committee or Working Group and may nominate additional participants as it sees fit. The Sub-committee or Working Group may appoint additional persons to the Sub-committee or Working Group.
- 7.3 Sub-committee or Working Group participants are not required to be Directors, though it will normally be appropriate if at least one Director is involved in each Sub-committee or Working Group, so that its activities may be reported to the Board.

- 7.4 The Board shall establish the remit for, and the deliverables required from, each Sub-committee and Working Group.
- 7.5 The Executive shall retain records of all currently constituted Sub-committees and Working Groups, together with the identity of the Sub-committee Chairman or Working Group Chairman and the outline remit for each and shall make such information available to members on request.
- 7.6 The Sub-committee Chairman or Working Group Chairman shall establish the modus operandi for the Sub-committee or Working Group (as appropriate) to support its required objectives.

8 REGIONAL AND INTERNATIONAL ACTIVITIES AND ORGANISATION

- 8.1 The Board may establish such regional and international activities as it considers appropriate.
- 8.2 Such regional and international activities may be carried out within the resources of the Company, or by collaboration with other organisations.
- 8.3 Regional and international activities may be carried out according to the same sub-committees/working groups in 7.3 and 7.6 above.

9 RESPONSIBILITIES OF THE BOARD, AND THE EXECUTIVE

- 9.1 Subject to the provisions of the Articles of the Company, the Board shall be responsible for;
- a) the establishment of the primary objectives of the Company and a high-level oversight of the Company;
 - b) with the prior agreement of the REA, the adoption of the annual budgets, the Business Plan and Membership fees;
 - c) the representation of the Company externally;
 - d) managing high level relationships with other trade Associations'; and
 - e) that sufficient funds are available to meet its liabilities.
- 9.2 The WHA Board will nominate one of its number to sit on the REA Policy Board which is responsible for:
- a) determining and approving policy and establishing high level priorities for the Company to enable Members to deliver their renewables agenda;
 - b) considering strategic policy issues beyond the day to day activities of the Company;

- c) co-ordinating the expertise and establishing the common issues from the Company's membership to address business challenges, primarily from the UK political and regulatory landscape;
- d) providing greater transparency and accountability as to how the Company represents the interests of its Members; and
- e) encouraging co-operation between Sector Groups so that individual lobbying efforts support the wider Renewable Energy Sector agenda.

9.3 The Board will ensure that the Board and Subscription Members do not engage in any illegal or anti-competitive behaviour. The Board will develop guidance to be communicated at Board and Subscription Member meetings to ensure there are clear guidelines in this respect.

10 ADDITIONAL SERVICES OF THE COMPANY

10.1 In addition to such other services as the Board may from time to time direct, the Company may establish such other schemes and, services and may establish such subsidiaries as might serve the Members or the broader Renewable Energy Sector community at large.

11 ELIGIBILITY, ELECTION AND VOTING RIGHTS OF DIRECTORS

11.1 On an ongoing basis Directors shall be directly elected by the Voting Subscription Members in accordance with the procedures set out in clauses 11.2 to 11.6 below at an election, such Directors to hold such position in accordance with the provisions of clauses 6.2 to 6.4 hereof. The REA Director will be responsible for organising any elections which take place pursuant to this clause 11 and will nominate an appropriate REA staff member to organise and run any such election.

11.2 The Board shall send a notice to all the Members inviting applications for the positions of Director in each of the categories listed below at least thirty clear days before date set for the election; specifying the positions that are available and the time for applications to be received.

Developer, installer, manufacturer, or distributor

Developer, installer, manufacturer, or distributor

Developer, installer, manufacturer, or distributor

Wood fuel supplier

Wood fuel supplier

Non-wood fuel biomass heating members

Open - any of the above and other persons who have an interest in the sector

Open - any of the above and other persons who have an interest in the sector

- 11.3 Any representative of a Subscription Member can put themselves forward for election as a Director in any of the specified categories listed in clause 11.2 above, provided such application for election complies with the other provisions of this clause 11.
- 11.4 The application form to apply for election shall be sent out with the notice referred to at clause 11.2 above or shall be available from the Company or any of the Directors. All applications shall include the information set out in such form along with such other information as the applicant sees fit.
- 11.5 All such applications must be returned to the Company, sent for the attention of the Membership Officer, at least twenty one clear days before the date set for the election at which any such election is to take place.
- 11.6 The notice sent to all Members notifying them of any such election will include the details of all those persons who have applied for the position Director, along with their supporting application form.
- 11.7 All Elected Directors offering themselves for re-election to the Board shall confirm their nominations to the Executive no less than two months before the date set for the election.
- 11.8 Any election under clause 11.1 above shall be treated as a separate election.
- 11.9 For each election described in 11.1 above or 11.11 below, the nominees shall be announced at the date of the election and each Voting Subscription Member may cast, in accordance with the voting provisions in the Articles, as many votes as there are positions remaining to be filled.
- 11.10 If more nominations are received for any post than there are appointments to be made pursuant to the Articles and the Bye-Laws, then the election shall be determined by the highest numbers of votes cast.
- 11.11 If any part of the election cannot be determined in accordance with clause 11.10 above because more than one candidate have an equal number of votes, then a new ballot shall be held to determine the election from between those candidates according to the provisions of clauses 11.9 and 11.100 above but if there is still an equal number of votes cast, the Chairman shall have a deciding vote.
- 11.12 If there is no Chairman of the Board and of the Company at the end of the election process, as soon as is practical following such meeting, the Board shall appoint any one of the Directors as Chairman of the Board and of the Company to serve for a period of one year, after which the Chairman must seek re-election from the Board or retire.
- 11.13 A Director who has previously served as Chairman shall not be precluded from further periods of office as Chairman, provided that no Director shall serve as Chairman for more than six consecutive periods.
- 11.14 In the event that an Elected Director resigns or ceases to be eligible to hold office, no replacement shall be appointed until there is an election held to appoint a replacement. The

Board shall use their reasonable endeavours to hold such election to elect a replacement as soon as reasonably practicable after such Elected Director ceases to hold office.

11.15 In order to be a Director the person needs to be appointed by a Subscription Member. When the Director no longer represents a Subscription Member, they must resign.

11.16 Any Director may resign before their end of term.