

## Bye-Laws of Solar Trade Association

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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 Association.
- 1.2 The Bye-Laws may be amended from time to time by resolution of the Council.
- 1.3 The latest version of the Bye-Laws shall be published on the Website

### 2 Definitions

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

Alternate Director	an alternate to a Nominated Director appointed by a Working Group pursuant to clause 8.6 hereof
AGM	an Annual General Meeting of the Association
Articles	the articles of association of the Association
Association	the Solar Trade Association
Council	the directors of the Association including the Elected Officers and the Nominated Directors
Bye-Laws	this document and any adopted updated versions thereof
Directors	the Nominated Directors, the Elected Directors and any Elected Officer, who has also been elected as a director
Elected Director	a member of the Council elected by the Members pursuant to clause A1 hereof and any Elected Officers who also serve as directors pursuant to clause A2 hereof
Elected Officer	an officer of the Association elected pursuant to clause A2 hereof

Election Process	the method for electing Directors and Elected Officers detailed in Annex A hereto
the Executive	those persons employed or retained by the Association in an executive capacity, including the Chief Executive and all employees of the Association
Head Office	the primary operating location of the Association shown on the Website
Individual Member	a person acting in his or her private capacity any Individual or Organisation accepted into the membership of the Association under the provisions of the Bye-Laws
Membership Category	a grade of membership of the Association established in accordance with clause 4.1 hereof
Membership Year	the twelve month period commencing on 1 <sup>st</sup> January, or such other date as the Council may from time to time designate
Nominated Director	a member of the Council nominated by one or more Working Groups in accordance with clause 8.5 hereof or a duly appointed Alternate Director acting in accordance with clause 8.6 hereof
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 Member's attendance at a meeting when present in person, through an authorised representative, or by proxy, as prescribed in the Articles
Working Group	a sub-sector of the Association constituted in accordance with clause 8.1 hereof
Working Group Chairman	the chairman of a Working Group elected in accordance with clause 8.4 hereof
Sub-committee	any sub-committee of, or established by, the Council in accordance with clause 7.1 hereof
Sub-committee Chairman	the person appointed as chairman of a Sub-committee in accordance with clause 7.2 hereof
Voting Member	Corresponding and Associate Members are not entitled to vote
Website	the presence of the Association on the world-wide-web at address <a href="http://www.solar-trade.org.uk">http://www.solar-trade.org.uk</a>
Website Reference	'url' address for items on the Website references shown in this document, preceded by: <a href="http://www.solar-trade.org.uk">http://www.solar-trade.org.uk</a>

- 2.2 Terms defined in the Articles will, unless the context requires otherwise, have the meaning defined therein.
- 2.3 In this document the male form is used and may apply to persons of either gender.
- 2.4 The STA Articles and these Bye-Laws only apply to the actual person/body which is the Member as described on the STA's register of members and are not meant to be applied in the case of individuals or associates unless stated otherwise.

### **3 Membership criteria and admissions procedure**

- 3.1 Membership of the Association shall be open to all Individuals and Organisations, which share the aims of the Association and which agree to join the Association and to abide by the Bye-Laws.
- 3.2 The Council 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 Council may authorise the Executive to process and accept membership applications from any Individual or Organisation with actual or planned involvement in Solar Energy
- 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 Council, which may, in its absolute discretion, decide whether or not such applicants shall be admitted to membership.
- 3.5 All Members installing or selling solar systems to consumers are required to join the REAL Assurance Scheme or equivalent and to agree to abide by the terms and Bye-Laws thereof.

### **4 Membership categories and fees**

- 4.1 The Council may establish such categories of membership as they may consider appropriate, and may define the rights applicable to each Membership Category.
- 4.2 The rights and fees of each Membership Category are described in the Membership area of the STA website.
- 4.3 Where the Council proposes a change to any Membership Category, which will affect the voting rights of existing Members, such change shall be subject to approval by means of an Ordinary Resolution of the Members of the Association.
- 4.4 The Council shall establish the fees applicable to each Membership Category.
- 4.5 The Council may establish whether a joining fee shall be payable by new members, and if so what joining fee shall be applicable to each Membership Category.
- 4.6 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.

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 Association to the Member of the invoice for the membership fees, whichever is the later. Failure to do so may incur a surcharge to the annual fee.

- 4.7 The Executive may agree with Members provisions for deferred or stage payments, subject to the addition of reasonable service or interest costs as may be agreed.

- 4.8 Membership services may be suspended from any Member while outstanding membership fees or other payments to the Association are due and unpaid.
- 4.9 Interest may be charged at such level as the may decide on overdue amounts payable by Members to the Association.

## **5 Termination of membership**

- 5.1 Any Member may terminate membership of the Association 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 Association become immediately payable in full.
- 5.3 The Council 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 Association, and not rectified by the Member within one month of notification
  - b) Conduct by the Member considered by the Council to be grossly prejudicial to the interests of the Association
- 5.4 Where notice is served by the Association pursuant to clause 5.3 above, the Member has 28 days to appeal against the decision. The Association will give the Member at least seven days notice of the appeal date and time. The Council's decision will be final. If any such appeal is successful then the notice served by the Association shall become void. If appeals are not pursued, or they are 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 Council of Directors**

- 6.1 The Association will be governed by the Council in accordance with the Articles.
- 6.2 The Council shall comprise not more than fifteen and not less than five directors including the Elected Directors and the Nominated Directors.
- 6.3 The Directors shall be elected for a nominal period of three years subject to the provisions of clause 6.4 below and Annex A.
- 6.4 At the time of each Annual General Meeting, any Director who has not yet been elected at a General Meeting and 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 A3 hereof, such Directors shall be eligible for re-election if they so choose.
- 6.5 Election by the Members of the Directors and other Elected Officers shall be conducted according to the Election Process.
- 6.6 The Council shall meet no less than four times per annum to consider the activities, membership and policies of the Association, to oversee the activities of the Working Groups, Sub-committees and Executive, and such other business as they consider fit.

- 6.7 The Council may conduct its meetings in person or through remote communications. Any meeting conducted remotely shall be subject to the same requirements for notice and recording of proceedings as meetings in person, and shall count towards the required total number of meetings in the year, as specified in paragraph 6.6 above provided always that the Council shall have at least 2 meetings in person each year.
- 6.8 The agendas for Council meetings shall be circulated to the directors in advance.
- 6.9 The proceedings of all Council meetings shall be made available to the Members, except for minutes on matters identified by the Council as being necessarily confidential.

## **7 Sub-committees of the Council**

- 7.1 The Council may designate such Sub-committees as it considers appropriate, to transact specific business or consider matters requiring more detailed attention.
- 7.2 The Council shall appoint the Chairman of each Sub-committee and may nominate additional participants as it sees fit. The Sub-committee may appoint additional persons to the Sub-committee, as may each Working Group in accordance with clause 8.9 below.
- 7.3 Sub-committee participants are not required to be directors of the Association, though it will normally be appropriate if at least one director is involved in each Sub-committee, so that its activities may be reported to the Council.
- 7.4 The Council shall establish the remit for, and the deliverables required from, each Sub-committee.
- 7.5 The Executive shall retain records of all currently constituted Sub-committees, together with the identity of the Sub-committee Chairman and the outline remit for each and shall make such information available to members on request.
- 7.6 The Sub-committee Chairman shall establish the modus operandi for the Sub-committee to support its required objectives.

## **8 Working Groups of the Association**

- 8.1 The Association may establish Working Groups to enable the interests of individual technologies, sectors and activities to be adequately represented.
- 8.2 The Executive shall retain records of all currently constituted Working Groups, together with the identity of the Working Group Chairman, Working Group Committee (if any) and the area that each is intended to cover and shall make such information available to members on request.
- 8.3 Any fees raised specifically in respect of membership of Working Groups are detailed on the Membership Category Page and may at the discretion of the Council or the Executive be made available to support the activities of the Working Groups.
- 8.4 The members of each Working Group may, if they choose, elect a Working Group Committee and Working Group Chairman.
- 8.5 Any Working Group with five or more Voting Members may nominate a director for appointment by the Council. This may be the Working Group Chairman, a member of the Working Group Committee or any other person, including an existing Elected Officer or Nominated Director.

- 8.6 Working Groups may additionally nominate an Alternate Director who may act in place of their Nominated Director at Council meetings and on other matters when the Nominated Director is unavailable.
- 8.7 Such Nominated Directors shall serve as directors in a personal capacity and not specifically as delegates or representatives of the Working Group.
- 8.8 Where a Nominated Director retires, resigns or is not re-elected by the Members, a replacement shall be nominated by the Working Group for appointment by the Council, and such replacement director shall be subject to re-election by the Members pursuant to clause 6.4 above.
- 8.9 Any Working Group may nominate a participant to any Sub-committee and to any regional and international activities established pursuant to clause 9 hereof.
- 8.10 Working Groups may adopt their own name and working practices and organise events of relevance to their sector.
- 8.11 Working Groups shall not commit the Association to expenditure from its central funds other than as agreed by the Council.
- 8.12 Working Group Chairs are responsible for the efficient running of their Working Group and are required to deal with disciplinary issues within the Group at their own discretion. Therefore the Working Group Chair is not bound by Bye-Law 5 unless such action would result in the Termination of Membership of the Association.
- 8.13 Working Groups may collaborate with other organisations outside the Association, and may co-opt individuals from outside the Association to participate in the Working Group or serve on the Working Group Committee.
- 8.14 Working Groups may consider policy specific to their designated sector. Where this is incompatible with, or outside the scope of the STA Policies or where they wish it to be adopted as the policy of the whole Association, then this needs to be submitted for ratification by the Council.
- 8.15 The Executive will provide the secretariat for the Working Groups, where required, and assistance in organising specific sectoral events. It will also handle membership administration, Government liaison, responses to consultations and all other matters applicable to Solar in general.

## **9 Regional and international activities and organisation**

- 9.1 The Council may establish such regional and international activities as it considers appropriate.
- 9.2 Such regional and international activities may be carried out within the resources of the Association, or by collaboration with other organisations.
- 9.3 Regional and international activities may be carried out according to the principles applied to the Working Groups and in particular those of clauses 8.4 and 8.9 to 8.14 above (as would be amended to make them applicable to this instance).

## **10 Responsibilities of the Council and the Executive**

- 10.1 Subject to the provisions of the Articles and the Memorandum of Association, the Council shall be responsible for:
- a) The establishment of the primary objectives and policies of the Association

- b) The adoption of the annual budgets
  - c) The appointment of the Chief Executive and the setting of his remuneration
  - d) Approval of all expenditure beyond that adopted in the annual budget
- 10.2 The Council delegates to the Chief Executive those matters not reserved under clause 10.1 above and the authority to manage the activities of the Executive in carrying out the business of the Association, and shall report regularly to the Council as it may reasonably require.

## **11 Additional services of the Association**

- 11.1 In addition to such other services as the Council may from time to time direct, the Association may establish such other schemes and services as might serve the Members or the broader Solar Energy community at large, including those described in this clause.
- 11.2 The Association may establish a voluntary enquiry service to refer sales leads from the public and other consumers to qualified local suppliers. The terms of such a service will be established separately and an additional fee may be levied on Members wishing to join.

**A Eligibility and election of directors**

- A1 Not less than two Elected Directors shall be directly elected by the Members in accordance with the provisions of clauses 6.3 to 6.5 hereof, the number to be decided by the Council, with due regard to the maximum total number of Directors specified in clause 6.2, and announced in advance of the General Meeting.
- A2 Additionally the Company Secretary and the Treasurer ('the Elected Officers') shall be directly elected by the Members in accordance with the provisions of clause 6.5 hereof. These Elected Officers and the Chief Executive appointed by the Council may also be eligible for election as a director if so agreed between the Council and the officer concerned, in which case this will be notified to Members prior to the election and the directorship shall be subject to clauses 6.3 and 6.4 hereof.
- A3 Only authorised representatives of Members may serve as Elected Directors or Nominated Directors.
- A4 All those offering themselves for election or re-election to the Council or as an Elected Officer shall confirm their nominations to the Executive or the Company Secretary no less than one month before the General Meeting.
- A5 Nominations for Nominated Directors may be made only by the Working Groups, as detailed in clause 8.5 hereof.
- A6 Each of these elections: Elected Directors, each Nominated Director of a Working Group, and any election under A2 above; shall be treated as a separate election.
- A7 For each election described in A6 above or A9 below, the nominees shall be announced to the meeting and each Voting Member Present may cast, in accordance with the voting provisions in the Articles, as many votes as there are positions remaining to be filled.
- A8 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.
- A9 If any part of the election cannot be determined in accordance with clause A8 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 A6 and A8 above but if there is still an equal number of votes cast, the Chairman shall have a deciding vote.
- A10 As soon as is practical following the AGM, the Council shall appoint one of the directors elected pursuant to A1 and A5 above as Chairman of the Association to serve until the first Council meeting after the following AGM. Similarly, prior to each AGM at which no election is scheduled pursuant to Clause 6.3 hereof, the Council will select one of these directors to serve as Chairman until the first council meeting following the succeeding AGM.
- A11 A Director that has previously served as Chairman of the association shall not be precluded from further periods of office as Chairman, provided that no Director shall serve as Chairman of the association for more than three consecutive periods.
- A12 In the event that a Director or Elected Officer resigns or ceases to be eligible to hold office, the Council may appoint a replacement to serve until the next Annual General Meeting, at which time an election shall be held to appoint a replacement.