Rules and Byelaws for IHA's members

The IHA Rules and Byelaws were adopted by the members of IHA Ltd. and came into force on 15 February 2023.

Note on terminology: As a company limited by guarantee under UK law, the Articles of Association registered at Company House provide details on the roles and responsibilities of the Board of Directors and other customary matters which are required for an incorporated entity. The Association is also subject to UK company law (including the Companies Act 2006).

For the purpose of this document: (i) the "Board of Directors is understood to mean the Association's Board of Directors (being, at the date [of adoption of this document], Roger Gill and Edmund Rich); and (ii) the Members' Board has the meaning in Companies House Article [14] and as further described in Rule Article 8 below). The Board of Directors retains overall responsibility for the management of the Company's affairs and all decisions should ultimately be taken by the Association in accordance with the Companies Act of 2006, the Companies House Articles and this [Rules & Byelaws document].

Rules

1. NAME

The name of the Association is the International Hydropower Association Limited, which may be abbreviated as IHA.

2. OBJECTIVES

The Association is established to advance sustainable hydropower.

3. LEGAL STATUS

1. The Association is a non-profit association of its members. It is registered in the UK as a Private Company Limited by Guarantee with registration number 08656160.
2. These Rules regulate the relationship between the Members and the Members' Board who act as the representatives of the Members. The Rules shall be governed by, and construed in accordance with, English law.
3. The registered address of the Association is that of its Central Office, which is based in the United Kingdom.
4. The Association may do all such lawful things as are necessary or appropriate in the furtherance of its objectives, including the establishment of one or more subsidiary legal entities to carry on such activities as the Members, through their delegation to the Board of Directors, consider appropriate.
5. The Association may from time to time and on such terms as the Board of Directors sees fit, enter into mutually beneficial arrangements with organisations with similar objectives to those of the Association.
6. The Members' Board may appoint a President at its discretion to represent it externally and create and grant recognitions, awards, honours, special status or any other such

acknowledgements or assignments, honorary or otherwise, to individuals or organisations as it sees fit in order to further the objectives of the Association.

4. ORGANISATION

1. The permanent institutional bodies of the Association comprise:
   - the general body of the Members
   - the Board of Directors
   - the Members' Board, being a body of the Association representing, and accountable to, the Members and the Board of Directors
   - Central Office, being the co-ordinating and administrative unit of the Association, reporting to the Members' Board and the Board of Directors
2. The Members' Board may establish sub-committees in accordance with Article 11.3.
3. The Association operates transparently and encourages diversity in terms of gender, nationalities and culture.

5. MEMBERSHIP

1. Membership of the Association shall be open to businesses involved in hydropower, or fields related to hydropower, who share the objectives and values of the Association.
2. The procedures for admission shall be proposed by the Members' Board and implemented by Central Office.
3. The minimum contributions payable for Membership shall be the amounts specified by the Members' Board.
4. A Member of the Association shall cease to be a Member:
   i. By giving written notice within the timeframes and procedures specified in the Byelaws.
   ii. In the case of the Member's dissolution or bankruptcy
   iii. If any subscription payable shall have remained unpaid for twelve months unless the Members' Board shall otherwise direct
   iv. If, in the opinion of the Members' Board, the behaviour of the Member is incompatible with the interests of the Association and the Members' Board gives notice to the Member to this effect.
5. A Member may request that the Members' Board reconsider a decision in accordance with Article 5.4(iv) through the procedures described in the Byelaws.

6. THE GENERAL MEETING OF THE MEMBERS

1. The Members shall be the supreme authority of the Association, acting through general meetings and by delegation to the Board of Directors, Members' Board or otherwise in accordance with the Companies House Articles and this document.

2. An ordinary General Meeting of the Members shall be held every two (calendar) years.
3. All General Meetings of the Members other than the biennial General Meeting shall be called extraordinary General Meetings. An extraordinary general meeting of the Members may be convened by the Board of Directors from time to time and at such other time as may be requisitioned in accordance with the Byelaws and any other requirements prescribed by applicable law, including the Companies Act 2006.
4. All General Meetings will be chaired by the Chair (or in his/her absence, a Vice Chair nominated by the Chair or, failing such nomination, by the Members' Board).
5. The quorum for general meetings shall be 2. A Special resolution requires that the majority of total voting rights of the Members be represented.
6. All General Meetings of the Members (ordinary and extraordinary) shall be called on at least eight weeks' notice.
7. The General Meeting shall make every effort to adopt resolutions by consensus. The Chair may call for a poll at his or her discretion.
8. The Byelaws shall detail the procedures in the event of a poll.
    i. Any resolution put to a general meeting (other than a Special resolution) shall be decided by a majority of votes cast (including changes to the Byelaws).
    ii. A Special resolution proposed at a general meeting shall be decided by a majority of not less than 75 per cent of the votes cast (including for changes to the Companies House Articles and the Rules).
9. In lieu of the proposal of a resolution at a general meeting, the Board of Directors may propose a resolution (including a Special resolution) to the Members for adoption in accordance with the written resolution procedure under the Companies Act 2006.

7. FUNCTIONS OF THE GENERAL MEETING

1. The business to be conducted at the biennial general meeting shall include, but not be limited to:
    i. a report to the Members on the previous two years' activities of the Association by the Board of Directors
    ii. receipt and discussion by the Members of the financial statements of the Association for the preceding two financial periods
    iii. ratification by the Members of the activities of the Members' Board and Central Office in the preceding two-year period iv. approval by the Members of the appointment or reappointment of the Auditor
    v. Consider any other matters pursuant to requests from a Member. Such requests shall be submitted in writing in accordance with the timelines and procedures established in the Byelaws.

8. THE BOARDS

1. The conduct of the Association is the responsibility of the Board of Directors in accordance with the Companies Act 2006.
2. The Members' Board act as the primary conduit for all relations between the Members and the Board of Directors and shall be entitled to make recommendations to the Board of Director as to the governance of the Association. It represents the Members and operates under the mandate from the General Meeting of the Members.
3. All decisions of the Members' Board shall only be binding on the Association to the extent that they are adopted and approved by the Board of Directors.
4. The Members' Board comprises:
    1. up to 20 Constituent Members representing the Members of the Association
    2. up to 6 co-opted Members
    3. the Executive Director/Chief Executive (who shall be non-voting)
5. All Constituent Board members retire with effect at the conclusion of the Members' Board's two-year term as detailed in the Byelaws, but shall be eligible for re-nomination.
6. In order to ensure that the Members' Board has the necessary competencies, experience or diversity, the Members' Board may co-opt up to six individuals to sit on the Members' Board. Co-opted members of the Members' Board have the same rights and obligations as elected Members' Board members.
7. Members' Board members serve in their personal capacity and are expected to represent the values – and work in the interest – of the Association.
8. Term limitations and procedures for nominating, electing, co-opting or replacing members of the Members' Board shall be set out in the Byelaws and detailed by the [Member's] Board.
9. A member of the Board of Directors or Members' Board does not assume liability for any of the Association's subsidiary legal entities.
10. Representatives from relevant organisations may be invited by the Members' Board to attend Members' Board meetings and General Meetings of the Members as observers, when this can be practically accommodated. Observers have no voting rights but may be invited to express their views on specific matters. The Members' Board may decide that certain items should be discussed without observers present.

9. THE CHAIRMANSHIP

1. The Members' Board will appoint the Chair and up to 6 Vice Chairs from within its members.
2. Unless delegated in accordance with these Rules or the Byelaws, the Chair shall:
    i. Chair the General Meeting of the Members
    ii. Chair the meetings of the Members' Board
    iii. Present the Members' Board's report to the General Meeting of the Members

iv. Represent the Members' Board in external matters, alongside the President if one is appointed in accordance with article 3.6.

v. Follow up with the Chief Executive Officer regarding the implementation of the resolutions of the Members' Board and the good governance of the Association

vi. Seek to foster collaborative relationships with stakeholders to achieve the objectives of the Association.

3. The roles and responsibilities of the Vice Chairs shall be outlined in the Byelaws.

10. FUNCTIONS OF THE MEMBERS' BOARD

1. The Members' Board shall act in the best interest of the Association at all times. The Members' Board shall represent the interests of the Members and conduct all discussions with the Chief Executive Officer and the Board of Directors subject to the resolutions of the General Meeting of the Members, including the following key functions:

    i. Consider and agree the strategic direction of the Association through the annual approval of the Business Plan.

    ii. Agree on arrangements for the General Meeting of the Members

    iii. Present (through the Chair) the activity report and activity plan to the General Meeting of the Members and obtain approval of the same from the Members.

    iv. Present (through the Chair) the annual accounts and the audit reports for the accounting periods since the last ordinary General Meeting.

    v. Engage the Chief Executive Officer.

    vi. Oversee and direct (through the Chair) the work of Central Office.

    vii. Ensure that progress is being made against the objectives of the Association and the Business Plan.

    viii. Propose to the Board of Directors detailed procedures and rules for the management and operation of the Association.

11. BOARD OPERATIONS AND PROCEEDINGS

1. The members of the Members' Board shall normally meet at least three times per year and more often if deemed necessary.

2. Subject always to these Rules and as detailed in the Byelaws, the Members' Board may regulate its proceedings as it thinks fit.

3. The Members' Board may create committees to further specific issues. Any such Committee should include two or more Members' Board members and its composition should, as far as is reasonable, reflect the composition of the Association's Membership.

12. THE CENTRAL OFFICE AND THE CHIEF EXECUTIVE OFFICER

1. The Central Office shall coordinate the activities of the Association, convening its meetings, communicating with the Members, keeping financial accounts, and carrying out such tasks as are considered necessary by the Members' Board and Board of Directors.
2. The Central Office shall be led by a full-time Chief Executive Officer who will manage the dayto-day running of the Association. The Chief Executive Officer shall report to the Members' Board and Board of Directors through the Chair and be responsible for the activities of the Central Office.
3. The Chief Executive Officer, or his/her appointee from the Central Office, shall serve as Secretary to all Members' Board and Board of Directors meetings and General Meetings of the Members.

13. FUNDING, AUDITOR AND ACCOUNTS

1. The Association is a non-profit association. Its funds consist of contributions from Members, projects and other services provided.
2. The Association may also operate through voluntary contributions, including in kind.
3. The Members' Board, through the Chief Executive Officer, will prepare annual accounts, in accordance with UK generally accepted accounting principles, and will submit these, and a report, for approval to the Board of Directors, on an annual basis, and at the biennial general meeting. The accounts will be audited by a registered auditor.

14. BYELAWS

1. The Byelaws of the Association, which shall operate in conjunction with these Rules shall be binding on the Members, may be adopted or amended by a resolution of the Members passed at a general meeting of the Association, or by a written resolution taking effect in accordance with the procedures specified in Article 6.9 of these Rules.
2. In the event of a conflict between the Byelaws and the Rules, the latter will prevail.

15. AMENDMENTS

These Rules may be altered by a Special resolution of the Members (as defined in Article 6.8(ii)) passed at a general meeting of the Association, or by a Special resolution taking effect in accordance with the procedures specified in Article 6.9 of these Rules.

16. DISSOLUTION

1. If the Board of Directors by a majority decides at any time that it is necessary or desirable to dissolve the Association, it shall convene a General Meeting of the Members to consider a Special resolution for the dissolution of the Association, as defined in Article 6.8(ii), or circulate to the Members a Special resolution for the dissolution of the Association, in accordance with the procedures specified in Article 6.9 of this document.
2. The Byelaws shall detail the procedures for the dissolution of the Association.

Byelaws

Legal status

1. Legal entities established by the Board of Directors in accordance with Article 3.4 of the Rules shall be listed by Central Office on the IHA main website along with any basic information about their objectives and directors.
2. Central Office shall provide guidance on the use of the trademark or logo of the Association on the main website of the Association.
3. Central Office shall ensure that the main website of the Association includes relevant information on data protection and other relevant policies required by law or generally accepted good practice.
4. The Association shall put in place and maintain the necessary liability insurance.
5. In fulfilling its objectives under Article 2 of the Rules, the Members' Board will encourage and promote meaningful engagements across the sustainable hydropower community beyond its membership base.
6. The Members' Board shall be informed regularly and at least annually on the status of any legal entities.
7. Special-status positions, honorary assignments and other such appointments may or may not be timebound and/or be linked to the fulfilment of a task or objective. Any such appointment will not imply additional membership rights.

2. Membership

1. For the purpose of membership, "businesses" is understood to include all companies, whether incorporated, state-owned, limited liability or otherwise organised.
2. Membership constituencies or groupings, including rights and responsibilities, are defined by the Members' Board and published by the Central Office.
3. The Members' Board has the right to set the procedures for admission, including defining what constitutes "sharing the objectives and values of the Association" as per Article 5.1. Day-to-day decisions on admissions following guidelines and procedures established by the Members' Board may be performed by Central Office.
4. Member companies wishing to terminate their Membership are required to inform the Central Office of their decision, in writing, giving one year's notice.
5. Changes of ownership, for example if a Member is purchased by another company, do not automatically lead to the termination of Membership unless notice is given to the contrary. In this case, or if the Member files for bankruptcy, the notice period may be waived.
6. The Board of Directors and/or the Members' Board have the right to terminate the Membership of a company if the behaviour of the Member is deemed to be incompatible with the interests of the Association. This includes, but is not limited to, statements, actions or inactions by the Member that are considered grievous and/or continuous violations of the values of the Association where in the opinion of the Members' Board a dialogue with the Member has not, or is not expected to, lead to a change of behaviour and/or remediation.
7. A Member who is negatively affected by a Members' Board decision may raise their concern

directly with the Chair and seek a solution. For example, in the case of a decision under [Article 5.4(iv)], a Member may request to the Members' Board, through the Chair, the resumption of a meaningful dialogue.

8. Each Member shall appoint a primary point of contact, known as a Primary Representative or similar, and inform Central Office of their details and any changes thereto.
9. The Member shall be represented in the governance of the Association by its Primary Representative or proxy, duly appointed in accordance with these Byelaws.

3. General Meeting of the Members

1. A notice convening the biennial general meeting and any extraordinary general meeting will include details of the time and venue, the agenda and the text of any proposed resolution and any other requirements prescribed by the Companies Act 2006. A Member may propose for consideration of the Members' Board a resolution for a biennial general meeting provided it is submitted in writing to the Central Office no more than 2 weeks after formal notice is given of the upcoming meeting. Subject to applicable law, the Members' Board shall not be obliged to propose any such resolution, and such a decision would fall under the scope of Article 2.7 of the Byelaws.
2. Extraordinary general meetings may be convened by the Board of Directors, or if requested through written notices from Members representing at least one quarter of the total voting rights of the Members. Any such notices from the Members should be addressed to the Central Office proposing a resolution to be put to an extraordinary general meeting.
3. Unless otherwise determined by the Members' Board, attendance at General Meetings of the Members is open to observers. Nevertheless, representation in the proceedings of the General Meeting shall be restricted to the Primary Representative of the Member companies or their duly appointed proxy.
4. In the event of a poll, the Primary Representatives will be entitled to cast the total number of votes corresponding to the Member company that they represent, according to criteria established by the Board. Primary Representatives can be represented by a duly appointed proxy.
5. The appointment of a proxy shall be communicated to Central Office by the Primary Representative making the appointment and shall be in such form as the Members' Board may approve. The notice of proxy must be received by the Central Office not later than one week before the date on which the meeting is to be held.

4. The Members' Board

1. In accordance with Article 8.5 of the Rules, members of the Members' Board serve in their personal capacity and are expected to represent the values of the Association. In this personal capacity, Members' Board members are expected to represent the views and interests of the region and/or constituency to which they belong as well as the broader interest of the Association. A Members' Board member who is employed by a Member of the Association may or may not also serve as its Primary Representative.
2. Observers at Board meetings, including Committee meetings, should be approved by the Board through the Chair. Approval may be delegated on the Chief Executive Officer as long as

Board members are informed and given the opportunity to object.

5. Roles of the members of the Members' Board on subsidiary legal entities of the Association

Members' Board members may during their term(s) of office act (on behalf of the Association) as Members and/or directors of subsidiary legal entities established to carry on specific activities of the Association, and shall sign such documents as may be necessary to be registered as Members and / or directors.

6. Procedures for appointing the Constituent Members

1. Procedures for appointing the Constituent members shall ensure the members are adequately represented, including through elections which shall be held every two (calendar) years. The two-year period between the first meeting of a new Members' Board and the next constitutes one full Members' Board term.
2. The procedures for appointing the Constituent Members, including through elections, shall prioritise geographic and functional representation, reflecting the global nature of the Association and the broad range of technologies, sizes, expertise and interests of the Association's Members. Detailed procedures will be confirmed by the outgoing Members' Board ahead of each new renewal, including updating definitions of constituencies and regions, and will be communicated to the Members along with the call for nominations.
3. At least four weeks' notice will be given by the Central Office in the call for nominations. The detailed procedures shall include a timeframe for the elections process that allows aspiring Members' Board members to raise support for their candidature.
4. Candidates must confirm that sufficient time and resources are available to meet the shared responsibilities of the Members' Board, including a commitment to attend the majority of its meetings.
5. If a Constituent member retires from the Board within his/her term of office, the Members' Board may request the member's nominating company or organisation to propose a successor. If no such proposal is received within a reasonable period, the Members' Board may co-opt a new individual to the Members' Board for the remaining period of the original member's term.

7. Co-option of Members' Board members

The term of office for a co-opted member of the Members' Board will begin at the time of the first meeting after the member has accepted the appointment to the Board. The co-opted member's term is set by the Members' Board and concludes after a maximum of two years, renewable at the discretion of the Members' Board.

8. Vacation of a Members' Board member's position

1. The position of a member of the Members' Board will be vacated if:

a. The member submits a written notice of resignation to the Central Office, at which time his or her responsibilities for the future activities of the Members' Board will cease, or

b. The Central Office serves notice of a Members' Board resolution that observes the lack of attendance at Members' Board meetings over a period of 12 months, and/or that the behaviour of the member has been deemed incompatible with the interests of the Association by the remaining Members' Board through the Chair and the Board of Directors.

9. The Chairmanship

1. The newly constituted Members' Board will appoint the Chair and Vice Chairs at its first meeting.
   The previous Chair will continue to serve for the interim period until the new Chair is elected.
2. The Members' Board shall, in accordance with such procedures as it may decide, appoint one of their number as the Chair and up to six of their number as Vice Chairs. Any potential appointee for such office shall be eligible to vote in relation to their own appointment.
3. Once appointed, the Chair and Vice Chairs take office immediately.
4. A Vice Chair may resign their office at any time without prejudice of their remaining on the Members' Board.
5. As long as the maximum number of Vice Chairs is not exceeded, Vice Chairs may be appointed at any point in the Members' Board's term.
6. A Chair may serve a maximum of three complete terms of office.

10. The Chair

1. In accordance with Article 9.2 of the Association's Rules, the Chair will:

   a. ensure the good governance of the Association through compliance with its Rules and
   Byelaws;

   b. ensure the sound functioning of the Members' Board, including effective chairing of its meetings and maintaining open communication with all Members' Board members;

   c. ensure delivery of the work programme by: working closely with the Vice Chairs and Chief Executive; proposing relevant events, committees and working groups; and periodically checking the alignment of the work programme with the objectives of the Association.

11. The Vice Chairs

The Vice Chairs will work on specific responsibilities as delegated by the Members' Board, through the Chair, including governance aspects and the contractual arrangement with the Chief Executive.

12. Board proceedings

1. On behalf of the Members' Board, Central Office shall maintain a Members' Board manual or its equivalent, reflecting Members' Board decisions and practices concerning among other things:
    a. Clarification of roles and responsibilities of officers and organs of the Association
    b. Rights and responsibilities of the Membership, including their organisation into groups or constituencies and the significance of these divisions.
    c. Terms of Reference for Committees, boards of subsidiary legal entities and other information relevant to the running of the Association.
    d. Procedures relating to conduct of the Members' Board and other Association meetings as well as relations between the Members' Board and Central Office or the Board of Directors.
    e. Members' Board procedures, including voting and quorum, and procedures for Members' Board committees, including the appointment of Committee chairs.
2. An introduction to the Members' Board manual shall form part of the induction process of new Members' Board members. Members' Board members are expected to familiarise themselves with its content.
3. Members' Board members shall make every effort to adopt resolutions by consensus. Taking account of the view of the Members' Board members, the Chair may decide that a vote is required. The voting procedures, including quorum requirements, shall be detailed in the Members' Board manual.

13. Attendance

1. If members of the Members' Board are unable to attend a Members' Board meeting, they may nominate an alternate in writing to the Executive Director/Chief Executive.
2. The alternate may contribute to the Members' Board meeting discussions, but will have no voting rights.
3. Representation by an alternate does not constitute attendance of the Members' Board member.

14. The Chief Executive Officer

1. The Central Office shall be led by a full-time Chief Executive Officer who will manage the dayto-day running of the Association, including the selection of necessary staff, oversee development of the Association and provide support to the Board of Directors and the Members' Board.
2. The Chief Executive Officer will:
    a. manage the Association by delegation of the Board of Directors in accordance with objectives of the Association and carry out specific tasks assigned by the Members' Board and Board of Directors through the Business Plan;
    b. cooperate closely with the Chair through regular consultation in regard to the

implementation of these tasks and objectives, including assisting in maintaining an effective flow of information to all Members' Board members;

c. report to the Members' Board on all matters within the area of responsibility;

d. work with the Members' Board and Board of Directors to ensure that there are adequate resources, including staff, to execute the Business Plan.

e. sign documents in accordance with the rules of signature as defined by his/her contract of employment.

f. The Chief Executive Officer's job objectives will be reviewed by the Members' Board, through the Governance and Finance Committee or its equivalent, at least once a year.

15. Dissolution

1. If a Special resolution for the dissolution of the Association shall be passed at a general meeting or a Special resolution for the dissolution of the Association takes effect in accordance with such procedure, a suitably qualified accountant or insolvency practitioner shall be appointed for the purpose of ascertaining the assets and liabilities of the Association.
2. If, after the satisfaction of all its debts and liabilities, there remains any property whatsoever the same shall be paid to or distributed among the Members of the Association as at the date on which the Special resolution for the Association was passed or a Special resolution for the dissolution of the Association takes effect (the "Dissolution Date"), proportionately to the amount of the subscription paid by each Member in the subscription year immediately preceding the subscription year in which the said resolution was passed or took effect.
3. If, in the event of the dissolution of the Association pursuant to the said Special resolution or procedure, or if the Association is wound up pursuant to Part V of the Insolvency Act 1986 (or any re-enactment thereof) there should be insufficient assets to satisfy all its debt and liabilities, each Member of the Association as at the Dissolution Date or at the date of commencement of such winding up (as the case may be) shall not be entitled to recover their capital contribution.