

Basic articles of the Constitution of the 'Hellenic Association for the Cogeneration of Heat and Power'

CHAPTER A

FOUNDATION, AIM, MEANS, RESOURCES

Article 1

A Scientific Association is founded, named "ΕΛΛΗΝΙΚΟΣ ΣΥΝΔΕΣΜΟΣ ΣΥΜΠΑΡΑΓΩΓΗΣ ΗΛΕΚΤΡΙΣΜΟΥ ΚΑΙ ΘΕΡΜΟΤΗΤΑΣ" (ΕΣΣΗΘ) and in English "HELLENIC ASSOCIATION FOR THE COGENERATION OF HEAT AND POWER" (HACHP).

Article 2

The Association, which will be mentioned from now on by the acronym HACHP, resides in Athens. The foundation of provincial departments is possible after the decision of the Administrative Committee of HACHP.

Article 3

The aim of HACHP is the support and distribution of the application of the cogeneration of two or more forms of energy (heat, electricity, mechanic energy, etc) in Greece. HACHP seeks the achievement of his aim with any legal and scientifically acceptable means, like:

- Follow-up relative developments with the cogeneration and district heating/cooling in Greece and abroad.
- Information to interested people for the new developments in the sector of cogeneration (technical, environmental, economic, legislative, financing, etc).
- Exchange of information and experience between the members.
- Localization of probable obstacles in the application (distribution) of the cogeneration and undertaking of initiatives for lifting them.
- Benefit of advices to the State for subjects with regard to the cogeneration.
- Syntax of specifications for the installation and operation of cogeneration systems.
- Collaboration with other national and international bodies with common interests.
- Organization of seminars, congresses, reports, etc.
- Attendance in corresponding events of abroad.
- Education of executives on cogeneration issues.
- Publication of relative information.
- Foundation of library with books, studies, forms and remaining informative material with regard to the cogeneration.
- Research of possibility and viability of applications of cogeneration: industrial, domestic-commercial, rural, district heating, etc.
- Participation in National and European Programs that promote subjects for the Cogeneration of Heat and Power.

Article 4

Resources of HACHP are the following:

1. Registration fees of members.
2. Subscriptions of members.
3. Income from activities of the Association.

4. Income from the mobile and motionless fortune of the Association.
5. Each nature economic aids as donations, heritages, sponsoring, interest of capital and each other legal income of this.

The registration fees and the subscriptions of members are determined with proposal of Administrative Committee, which is approved by the General Assembly with majority of present members.

Article 5

From the Association heavy cause possession of real estate or mobile values of bigger than three hundred Euro (300 €) it becomes with the decision of Administrative Committee. The exploitation of fortune of Association cannot -in every case- involve its mixture in speculative enterprise.

Is prohibited the reception of supply by the Association at the realization of action of exploitation of fortune of this, which is been disposed for aims various forecasted in this statute.

Article 6

Heritages and donations from third person become acceptable after decision of Administrative Committee. Heritages demised in the Contact become always acceptable on utility of inventory. Heritages, donations for certain aim take place under particularly treatment in the budget of Contact, and from them by any chance emanating income are sold exclusively according to their from the allocator or the donor placed terms.

CHAPTER B

MEMBERS

Article 7

Members of HACHP can become individual and legal person.

Each interested, that wishes to be registered in the Association, should submit to the Administrative Committee:

- a. Application of registration in special form that is provided by the Contact.
- b. Short CV (if it is individual) or short description of activities (if it is legal person).

The Administrative Committee approves or rejects the registration of new member. In case of reject, interested can resort in the immediately next General Assembly, which pronounces finally for acceptance or not as member of the Association. The decision is taken with majority of the 3/5 of present members.

Article 8

The members should have completely the 'fair judge' faculty and from the Law and this statute required qualifications. They are distinguished in the following categories:

A'. INDIVIDUAL

1. Regular members

In this category they can register those who have dealt, or deal or those who are interested actively with the cogeneration.

2. Student members

In this category register students of educational institutions, public or private, Greek or foreign, which are interested in cogeneration.

3. Honorary members

The General Assembly can, after the proposal of Administrative Committee, nominate as that honorary members, which offered distinguished services in the promotion of cogeneration or contributed considerably in the promotion of aims of the Association.

The transposition individual from a category registered in other becomes with simple application to the Association, which is accompanied, if that is required, from the suitable supporting documents. The transposition is signed only by the President and the General Secretary, without required approval of Administrative Committee. For the transposition of student members it is required is supplemented new application since the changes in the elements of initial application are important (titles of study, professional employment, etc) and for the acceptance pronounces again the Administrative Committee.

B'. LEGAL MEMBERS

In this category they are registered as members commercial and industrial enterprises, technical offices or manufactures, Public Organizations, Organizations of wider public sector or local self-government, academic or universities – laboratories, professional associations of scientists etc, in any case with interests and activities that raise in the aims and the activities of the Association.

The legal members have the same rights and obligations with individual and are represented in the General Assembly with vote from one and alone individual. The representation becomes with official document of Administration of legal person and it is in effect for two years, unless becomes change of representative with new document.

HACHP, in order to honor individual or legal persons that offered important economic subscription, can, after decision of Administrative Committee, register them in the table of its donors, communicating to them copy of relative decision. In exceptional cases and if the Administrative Committee judges that a person offered to the Association particularly important donations, can propose his nomination as benefactor of the Association and, after the approval from the General Assembly, grants him a honorary diploma.

Article 9

All the members of the Association, except the student and honorary members, overwhelm in the fund each year the predetermined subscription, and are considered as members by the day of their registration in the relative registrations and the payment of first subscription.

The annual subscription is overwhelmed in first half of each year and it is calculated from entire if becomes the first half-year period of year and in the half of annual subscription if becomes the second half-year period. The members are recorded with serial number in special registration of members, where also are registered the date of registration, the elements of application form, the changes of their attribute as members, as well as their financial situation. Whoever asks his transposition in other category, should has arranged his economic obligations to the Association and overwhelms amount equal to half of the annual subscription of category in which he asks to include himself. The attribute of member is not inherited.

The members can withdraw from the Association according to the provisions of article 87 of Civil Code, but they are compelled to notify this with a document to the Administrative Committee, that is submitted at least a (1) month before the retirement and is in effect for the end of economic year. Withdrawing overwhelm the delayed contributions of previous years as

well as all owed the year at which take place the retirement and they have no right on the fortune of Association.

Article 10

Only the regular members of individual category and the legal members, via their representative, that is written by the company or the institution that represents, have the right to vote and to be elected, with the condition that they have achieved all their obligations to the Association. These members vote and they are elected only in the category from which they emanate, if those who assemble -from the Law and the statute- forecasted qualifications.

All the members, in any category, are equivalent between them and have the same treatment from the members of Administrative Committee, they are eligible assist and they vote in the General Assemblies, as well as they submit written proposals and opinions for the promotion of aims of the Association to the Administrative Committee as well as to the General Assembly.

Article 11

The members are compelled:

- (a) To arrange themselves precisely to the statute and the decisions of General Assembly and Administrative Committee,
- (b) To take part in the General Assemblies,
- (c) To participate in the activities and events of the Association and to provide the necessary help, same at the implementation of their duties, for the achievement of aims of the Association,
- (d) To achieve in time their pecuniary obligations to the Contact.

Article 12

Members that delay unjustifiably their subscription, are informed in written to pay off this and any other debt in three months by the notice. If passes inactive this deadline, the Administrative Committee has to decide for the deletion or not of this members in one month. If the members, that have been erased, wish for their registration again in the Association, is followed the process of registration of new members.

The members owe to discipline absolutely in the provisions of statute as well as in the decisions of General Assembly and Administrative Committee and to work for the aims of the Association. If it is revealed that some member works against the aims of the Association or that it is not keep up with the decisions of General Assemblies and Administrative Committee, creating thus obstacles in the smooth operation of the Association, or that is incompatible or harmful to the dignity, the interests and the aims of the Association, it is called by the Administrative Committee with a recommended letter, to be presented and apologized in writing or orally. If it is not presented at the fixed day, it is called for second time to present in five days. If also this time it is not presented, then the categories are considered well founded and admitted and can be considered that it deleted from the Association.

If the member is presented to the Administrative Committee, then the Administrative Committee, provided that it judges well-founded the categories and depending on their gravity, he decides and he imposes one from the following:

- (a) observation,
- (b) written reprehension,
- (c) deletion according to the provisions of article 88 of Civil Code.

The member can offend the decision of deletion in the immediately next General Assembly, in which it can attend without right of vote. The offence suspends the implementation of decision of Administrative Committee. If the General Assembly ratifies the decision of Administrative Committee, then the deletion is considered final, while if him it does not ratify, then the decision of Administrative Committee is recalled and it is considered as never happened. However, in case of relapse of the member, the deletion from the Administrative Committee is considered final and irrevocable. The expulsion of the member involves each loss of all rights and his attributes in the Association.

CHAPTER C

BODIES OF ADMINISTRATION

Article 13

Bodies of administration are: 1) The Administrative Committee, 2) The Elective Committee, and 3) The General Assembly of members.

Article 14

ADMINISTRATIVE COMMITTEE

The Association is managed from seven (7) members in the Administrative Committee, that are elected by the General Assembly with secret voting, with natural presence or via correspondence, for two (2) years. The members of Administrative Committee have complete faculty to legal act and have all from the law and the statute forecasted. There are forecasted seven (7) members and three (3) surrogate members that emanate from the following categories:

- Four (4) regular and two (2) surrogate members from the first category individual.
- Three (3) regular and (1) surrogate member from the category of legal persons.

This proportion of members of Administrative Committee cannot be altered, but only with unanimous decision of General Assembly.

The Administrative Committee, which is elected with this way, be in session in fifteen (15) days from his election and it elects with voting between his members the Chairman, the Vice-president, the Secretary, the Cashier, and the Special Secretary.

The members of Administrative Committee are interdependently responsible for the Association and other third person for the damage (from negligence or not) and for the decisions (illegal or irregular), and they can be recalled by the General Assembly with decision that is taken with the majority of the 3/4 of total members. In case of replacement of more than three (3) members of Administrative Committee or retraction of entire Administrative Committee, are realized new elections in forty five (45) days, according to the provisions of statute. The formal process of nomination of new candidates for the Administrative Committee becomes from the Returning Board immediately afterwards the replacement or retraction. The military service of members of this Administrative Committee lasts up to the next tactic election.

Regular or surrogate members of Administrative Committee have the right to be reelected for unlimited number of possessed military services.

The surrogate members are not interdependently responsible for the action of Administrative Committee, unless they have attended in some meeting, in which they give interdependent their vote.

Article 15

The Administrative Committee meets after written invitation of his Chairman or his legal assistant, in case of impediment of him, regularly once a month and extraordinarily whenever is judged this necessary from the Chairman or from the 3/5 of total of members of Administrative Committee, by giving an application to the Chairman that is entered the reason of this convocation and the subjects of daily provision. In this last case the Chairman is compelled to convene the Committee in five (5) days from the submission of application. If he denies or neglects, then the right of convocation of the Administrative Committee has the Vice-president. The Administrative Committee can fix also shorter time intervals of his regular meetings.

The invitation of members of Administrative Committee in meeting is delivered in all his members with concern of General Secretary at the latest two days before the meeting. In the invitation should reported the day, the hour, the place of meeting, as well as the subjects of daily provision.

Member of Administrative Committee that cannot do his duties for time interval bigger than one month, or is absent for three (3) continuous regular meetings unjustifiably, is replaced from first surrogate member from the same category, and his not attendance considered as resignation from his place.

The Chairman is replaced with decision of the Administrative Committee, only in the case at which he denied convenes the Administrative Committee in extraordinary meeting, whenever it fixes relatively this statute.

The Administrative Committee is found in quorum when attend at least four (4) members of this. The decisions are taken at majority of present members and are registered in the observed book of proceeding from the General Secretary. In case of equality in votes predominates the vote of the President.

In the meetings of the Administrative Committee, in addition and after an invitation, they can attend as observers, a representative of Ministry of Development, a representative from the Association of Greek Industries and a representative from the Technical Chamber of Greece.

Article 16

The Administrative Committee manages the Association and his fortune according to his interests, seeing to all the subjects and questions, apart from the affairs for which at the statute is required decision of General Assembly, which it convenes for the decision-making. Also, the Administrative Committee names, after the approval of the General Assembly, the necessary clerical person and he determines his payment, while it is compelled to submit in the overseeing authority all the elements that are fixed in the article 29 L. 281/1915 "For Associations and Unions" in the forecasted deadlines. Also it is compelled to inform the overseeing authority for any chance presented abnormality or illegal energy.

If are not exist the required persons for the administration of the Association or are hindered for any reason in their duties, or the members of the Administrative Committee are denied actions that are imposed by the Law or the statute, or exists conflict of their interests, then is named provisional administration by the One-member Court of first instance of Athens, after the application of any member that has legal interest, unless if with the remainder members it continues be ensured the unhindered operation of Administration and these suffices for the constitution of legal quorum.

Article 17

From the Administration are excluded members, who have been deprived ipso or after juridical decision their civil rights and as long as time lasts the deprivation.

The attribute of members of Administrative Committee constitutes honorary place, for which is not allowed the payment of any compensation for the offered from them services to the Association. Member of the Administrative Committee is not eligible to vote if the decision concerns the enterprise of legal act or the suppression of trial between the Association and this member or his spouse or relative person from blood until the third degree.

The members of Administrative Committee, with the reserve command of provisions of Civil Code, are only eligible expenses of representation and movement. They cannot however be simultaneous and paid employees of the Association or provide paid work or aim at the achievement of profit with the undertaking of supply, differently get off ipso from their place.

The Association after the decision of Administrative Committee can engage also paid employees depending on his needs, which can be no-members of the Association.

Article 18

DUTIES OF PRESIDENT

The President represents the Association magisterially and extra judicial, convenes the members of the Association in regular or extraordinary General Assemblies and the Administrative Committee in meetings. He signs with the General Secretary the proceeding, as well as each coming out document. He attends the payment of expenses that has been approved by the Administrative Committee and signs the relative warrants of payments with the Cashier. He directs the meetings of the Administrative Committee and the General Assemblies, and being eligible -according to his crisis- to remove the reason from each individual that deviates from the subject. He attends for the decisions of Administrative Committee and general proceeds in each action for the promotion of interests of the Association. The President absent or hindered substitutes the Vice-president.

Article 19

DUTIES OF VICE-PRESIDENT

The Vice-president substitutes the President absent or hindered in all the extent of his jurisdiction. In case that also the Vice-president is hindered, then the Administrative Committee can elect provisionally Vice-president from the Advisers.

Article 20

DUTIES OF SECRETARY

The Secretary looks after the file of the Association and the seal, observes the book of Registration of members, it draws up the proceeding of the Administrative Committee and the General Assembly, which registers in the book of proceeding, he is signed jointly with the President all the documents, he announces at the meetings of Administrative Committee and General Assembly all the relative documents, he collaborates with the Chairman for the smooth and convenient conduct of his service, he takes care for the submission to the President for approval the various documents, and convenes after the command of President the members of the Association in General Assembly and the Administrative Committee in meetings. The Secretary absent or hindered substitutes the person that is fixed by the Administrative Committee.

Article 21

DUTIES OF CASHIER

The Cashier collects the registrations, the annual subscriptions, the extraordinary contributions, as well as each income of the Association, pays the expenses as well as each obligation to third, he joint signs with the Chairman the warrants of payments, he is personally in charge for each loss of money and he cannot proceed in any payment without command from the President or his legal assistant. He still observes the following books: a) Of Fund, b) Income and Payments, c) Fortune that presents each mobile and motionless fortune of the Association and generally each element that saws the economic situation of members. In the end of each half-year period he submits in the Administrative Committee a study, which shows the income and the expenses of the Association and also notifies the names of members that delay their economic obligations. It observes in the Bank common account, in the names of each President and Cashier, in which is deposited each financier rest that exceeds the sum of sixty Euros (60 €). This limit can be increased with justified decision of the Administrative Committee. The undertakings by the account, acts himself or the Chairman, and in case where these are absent or are hindered, the undertakings are held by their legal assistants. If the President judges that it is essential the briefing of the Administrative Committee, before the completion of half-year period, he can ask from the Cashier complete economic briefing. The Cashier absent or hindered it substitutes person that is fixed by the Administrative Committee.

Hereafter the titles of the remaining Articles of the Constitution of HACHP

Article 22 Duties of special secretary

Article 23 Checking committee

Article 24 General assembly

Article 25 Election

Article 26 It is prohibited by anyway the politicization of elections

Article 27 The returning board procedure

Article 28 When is convened an extra General Assembly

Article 29 Who convenes the General Assemblies

CHAPTER D FINAL PROVISIONS

Article 30 The members of Administrative Committee owe to maintain friendly relations between them

Article 31 The members of the Association owe to behave always with decency to the members of Administrative Committee

Article 32 Seal of the 'HELLENIC ASSOCIATION FOR THE COGENERATION OF HEAT AND POWER'

Article 33 If the Association is dissolved, is placed under liquidation.

Article 34 The Administrative Committee can work out internal regulation, which is approved by the General Assembly.

Article 35 Anything is not forecasted by the present statute will be regulated according to the provisions of internal regulation or the provisions of article 29 of L. 281/1915 "For Associations and Unions"

Article 36 The management of the Association

Article 37 With regard to modification of statute

Article 38 This statute is constituted of thirty eight (38) articles was discussed and voted at each article and in his total and finally was approved by the General Assembly of 12 May 2004.