

Company Limited by Guarantee

## BYE-LAWS

of

# Community Energy Association (England) Limited

(Updated on 22 June 2021 and on 05 September 2024)

## 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 In case of any conflict between these Bye-Laws and the Articles, the Articles shall take precedence.
- 1.3 The Bye-Laws may be amended from time to time by resolution of the Board.
- 1.4 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:

**Articles:** the articles of association of the Company

**Board:** all of the Directors of the Company

**Bye-Laws:** this document and any adopted updated versions thereof

**Chair:** the chair appointed in accordance with the Articles

**Community Energy:** the conservation, production, sourcing or supply of sustainable electricity, heat, fuels or any other form of energy by mutual or co-operative enterprises, such as the Community Members

**Community Member:** any Member accepted for membership as a Community Member in accordance with Annex A hereof

**Company:** Community Energy Association (England) Limited (registered company number: 09042561) which is the company governed by these Bye-Laws and the Articles of Association.

**Corporate Member:** any Member accepted for membership as a Corporate Member in accordance with Annex A hereof

**Co-opted Director:** any Director appointed by the Board pursuant to clause 6.5 hereof

**Directors:** any Director appointed in accordance with the Articles and any Elected Officer, who has also been elected as a director

**Elected Director:** any Director elected pursuant to Annex C hereof Elected Officer an officer of the Company elected pursuant to Annex C hereof Executive those persons employed or retained by the Company in an executive capacity, including all employees of the Company

**Individual:** a person acting in their private capacity

**Member:** any Individual or Organisation accepted into the membership of the Company under the provisions of the Bye-Laws

**Membership Category:** a grade of membership of the Company established in accordance with clause 4.1 hereof

**Membership Year:** the twelve month period commencing on 1<sup>st</sup> day of the Quarter in which a Member is accepted into membership, or such other date as the Board may from time to time designate

**Organisation:** any organisation of a community nature (which may be incorporated or unincorporated) including, without limitation, companies, firms, partnerships, sole traders, academic institutions, charities, government and non-government agencies, not-for-profit organisations and community groups yet to incorporate

**Present:** applies to a Member's attendance at a meeting when present in person, virtually, through an authorised representative, or by proxy, as prescribed in the Articles

**Public Member:** any Member accepted for membership as a Public Member in accordance with Annex A hereof

**Quarter and Quarterly:** relate to each of the periods starting on the first day of January, April, July and October in each year Sub-committee: any sub-committee of, or established by, the Board in accordance with clause 7.1 hereof

**Chair:** the person appointed as chair of a Sub-committee in accordance with clause 7.2 hereof

**Voting Member:** any Member within a Membership Category shown in Annex A as eligible to vote

**Website:** the presence of the Company on the world-wide-web at address <http://www.communityenergyengland.org>

2.2 Terms defined in the Articles will, unless the context requires otherwise, have the meaning defined therein.

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

3.1 Membership of the Company shall be open to all Organisations which share the aims of the Company and which agree to join the Company and to abide by the Articles and 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 Community 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 Executive, which may, in its absolute discretion, decide whether or not such applicants shall be admitted to membership.

## **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.
- 4.2 The rights and fees of each Membership Category are described in Annex A and Annex B hereof and are to be set out on the Website.
- 4.3 Where the Board 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 Company.
- 4.4 The Board shall establish the fees applicable to each Membership Category.
- 4.5 The Board 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.
- 4.7 The Board may introduce arrangements whereby the annual membership fee may, at each Member's choice, be divided into multiple payments, for example Quarterly; and may set a transaction charge for adopting such a payment plan.
- 4.8 In the absence of other alternatives, pursuant to clause 4.7 above, 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.
- 4.9 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.
- 4.10 Membership services may be suspended from any Member while outstanding membership fees or other payments to the Company are due and unpaid.
- 4.11 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 no less than one month 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 Company pursuant to clause 5.3 above: (a) the Member may appeal against the decision at a meeting of the Board. (b) Where such appeal is rejected, the Member may make further appeal to the full membership of the Company, either at the next Annual General Meeting or at an Extraordinary General Meeting called in accordance with the Articles.

- (c) If any such appeal is successful then the notice served by the Company shall become void.
- (d) 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 Board of Directors**

- 6.1 The Company will be governed by the Board in accordance with the Articles.
- 6.2 The Board shall comprise not more than twelve directors including:
  - (a) the Elected Directors and Co-opted Directors
  - (b) the Board shall also include a person appointed as Director ex-officio, the holder of the office of Chief Executive Officer.
- 6.3 The number of Elected Directors may be determined to ensure appropriate representation for different types of members as further detailed in Annex C hereof, provided always that it is in accordance with the Articles.
- 6.4 The Board may appoint a new Director to replace any Elected Director who retires at times other than when a Director's election is due.
- 6.5 The Board may, at its sole discretion and in accordance with the Articles, appoint no more than three Co-opted Directors, who need not be representatives of Members, to provide additional knowledge or expertise which the Board considers to be of assistance to the Company.
- 6.6 Elected Directors and Co-opted Directors are appointed individually and the retirement of a Director does not give any Member Organisation, which they may have represented at the time of election, the right to appoint a replacement Director.
- 6.7 Election by the Members of the Directors and other Elected Officers shall be conducted according to Annex C hereof.
- 6.8 The Board shall meet no less than four times per annum to consider the activities, membership and policies of the Company, to oversee the activities of Sub-committees and Executive, and such other business as they consider fit.
- 6.9 The quorum for a Board meeting shall be 4 directors, provided always that no less than 3 directors representing Community Members are present.
- 6.10 The proceedings of all Board meetings shall be made available to the Members, except for minutes on matters identified by the Board as being necessarily confidential.

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

- 7.1 The Board may designate such Sub-committees as it considers appropriate, to transact specific business or consider matters requiring more detailed attention.
- 7.2 The Board shall appoint the Chair of each Sub-committee and may nominate additional participants as it sees fit. The Sub-committee may appoint additional persons to the Sub-committee.
- 7.3 Sub-committee participants are not required to be directors of the Company, 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 Board.

- 7.4 The Board 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 Chair and the outline remit for each and shall make such information available to members on request.
- 7.6 The Sub-committee Chair shall establish the modus operandi for the Sub-committee 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 The Company will aim to avoid duplication of activities with effective regional bodies and networks, which support Community Energy. The Board may seek agreement with such entities that they will undertake certain of the Company's activities as delivery partners in their region, and may agree making payment to them for carrying out this task.

## **9 Responsibilities of the Board and the Executive**

- 9.1 Subject to the provisions of the Articles and the Memorandum of Association, the Board shall be responsible for:
- (a) The establishment of the primary objectives and policies of the Company
  - (b) The adoption of the annual budgets
  - (c) The appointment of any chief executive and the setting of their remuneration (d) Approval of all expenditure beyond that adopted in the annual budget
- 9.2 The Board may delegate to the chief executive those matters not reserved under clause 9.1 above and the authority to manage the activities of the Executive in carrying out the business of the Company, such chief executive to report regularly to the Board as it may reasonably require.

## **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 as might serve the Members or the broader Community Energy community at large.
- 10.2 The Company may undertake specific projects on behalf of the UK government or other third parties on such terms as may be agreed.
- 10.3 The Company may establish a voluntary service to disseminate information on new projects or fund-raising initiative by members. The terms of such a service will be established separately and an additional fee may be levied on Members wishing to join.

## **ANNEX A – MEMBERSHIP CATEGORIES**

Any Organisation, which shares the objectives of the Company, may apply for membership. If accepted members will be assigned to one of the categories listed in this Annex.

In the event of any uncertainty about the category appropriate for a particular member then the Board may, in its absolute discretion, specify the category which will apply.

The membership of the Company must always have a majority of Community Members.

### Community Member

The following are eligible to be Community Members:

- (a) Any social enterprise or not-for-profit organisation delivering or planning to deliver community energy projects, with a membership drawn primarily from the communities they serve; or
- (b) Any social enterprise or not-for-profit organisation set up primarily to support the delivery of community energy projects;

Where:

- (c) Community energy projects are those that are owned and controlled wholly or partly by a social enterprise or not-for-profit organisation and whose benefits are distributed beyond those that are investing financially in the project; and
- (d) Social enterprise and not-for-profit organisations, including Charitable Incorporated Organisations, Charities, Development Trusts, Community Benefit Societies, Co-operative Societies, Community Interest Companies, Community Associations and unincorporated entities intending to incorporate as one of the above.

Each Community Member is entitled to one vote in any vote and poll held at a general meeting.

### Corporate Member

Members are considered to be Corporate Members where they are public or private for-profit companies, firms or partnerships, which do not meet the requirements for Community Member.

Each Corporate Member is entitled to one vote in any vote and poll held at a general meeting.

### Public and Third Sector Member

Other organisations which do not qualify as Community Members or Corporate Members are considered to be Public and Third Sector Members, and in particular:

- (a) National government departments and agencies
- (b) Local authorities and other local government departments and agencies
- (c) Housing associations and other representative bodies
- (d) Non-Governmental and other representative organisations

Each Public Member is entitled to one vote in any vote and poll held at a general meeting.

### Individual Member

Individual Members are Individuals acting in a personal capacity. This is a non-voting class of membership.

## ANNEX B – MEMBERSHIP FEES

The level of annual membership fees will be based on the member's turnover as follows:

### Community Member fee table

<b>Turnover range</b>	<b>Annual Fee</b>
Less than £20k	£0 – 28*
Less than £100k	£165
£100k < £1m	£765
£1m < £10m	£1,100
£10m and over	£2,200

*\* The concessionary Nil fee is offered on a trial basis and is intended for community groups at an early stage. After the first year of membership, an annual administration fee of £28 will be charged, however, established community members with modest revenues are encouraged to agree to a fee of £165 per annum for the benefits of membership.*

### Corporate members' fees

Our standard annual Corporate membership fee is £1,100.

### Public and Third Sector members' fees

Our standard annual Public and Third Sector membership fee is £550.

### Local Authority members' fee table

<b>Type of organisation Annual Fee (exc. VAT)</b>	
Town and Parish Council	£165
District Borough and City Councils	£275
County Councils, Metropolitan Councils and London Boroughs	£1,100

### Principal Supporter fees

Our standard annual Principal Supporter membership fee is £5,500.

### Members' turnover

The turnover to be used to assess the relevant fee band is the gross revenue from the latest complete financial year.

Members for whom energy is a minority of their business may quote their turnover based on:

- (a) Their revenues within the energy sector, if separate accounts are kept; failing which
- (b) 25% of their gross revenue, if they can certify that energy represents no more than 25% of their overall business.

Annual membership fees will be reviewed periodically.



## **ANNEX C – ELECTION OF DIRECTORS**

Subject to the Articles (in particular the requirement at Article 20 that a majority of the directors are representatives of Community Members), the Company will provide appropriate representation for different types of members, by appointing up to 11 Elected Directors, of which:

- (a) The majority shall be duly authorised representatives of Community Members;
- (b) One director shall be a duly authorised representative of Corporate Member;
- (c) One director shall be duly an authorised representative of Public Members; and
- (d) The remaining directors may be from any Member.

### **Election process**

At each meeting at which the election of Directors is to take place:

- (a) The re-election of any Co-opted Director, whose term of office expires pursuant to the Articles, is proposed for re-election by the Board and is willing to stand; will be put to a vote. Unless there is a majority of votes against their re-election, that Director will be re-elected.
- (b) For Elected Directors, the Board will present to the annual general meeting a list of all the candidates for Elected Director, together with a statement of how many are to be elected (for the purpose of this Annex called Director Vacancies), and if applicable the number of appointments from different categories to meet the requirements of the Articles and the Bye-Laws.
- (c) Those present at the meeting may vote for a number of the candidates not to exceed the number of Director Vacancies.

A committee comprising all Directors present who are not subject to re-election, or if none are present the Secretary if present, failing which a representative committee of Members present appointed for the purpose by the meeting, will ascertain who has been elected as Elected Directors as follows:

- (d) The candidates will be listed in sequence based on the total number of votes cast, starting with the highest;
- (e) Starting from the top of the list, until the number of Director Vacancies has been filled or the list is exhausted, the next candidate will be declared to have been elected, unless:
- (f) That candidate's election would make it impossible to maintain the majority of Community Members' representatives required by the Articles; or
- (g) That candidate's election would make it impossible to achieve the representation of membership categories described above in this Annex of the Bye-Laws, and there are sufficient candidates to fulfil that representation condition.
- (h) In either of the instances (a) or (b) above, that candidate shall not be appointed. Consideration shall then pass to the next on the list, repeating step (5) above until the required representation has been achieved.