

I – Name, registered office and objectives

Article 1 - Name

Under the name Topten International Group (TIG) a non-profit-making association with its registered seat in Zurich exists in accordance with the provisions of the Swiss Civil Law Art. 60 ff.

It may be designated by the acronym “TIG”.

Article 2 – Objectives of the Association

Article 2.1 Objectives

The objectives of Topten International Group (hereafter called “the Association”) are:

To promote internationally the production and utilisation of energy in an efficient, ecological and economical way.

In order to achieve this the Association shall develop scientific criteria and testing procedures for the evaluation of products, installations, buildings and services based on these criteria, principally in the fields of lighting, the building sector, domestic, industrial and office equipment, leisure activities, mobility and ecological electricity. It also aims to promote the means to allow consumers, enterprises and institutional buyers to recognise the efficient, economical and ecological products, installations and services. The Association encourages the harmonisation and improvement of the standards involved and sees to it that they are disseminated.

The Association is in charge of training partners and controlling the quality of Topten projects.

Article 2.2 Means of action

- Organising events to enable the Association to make itself known, to promote its objectives and/or to procure the funds needed to carry out its actions within the framework of the regulations in force.
- Responding to any call for tenders or call for proposals, whether on the national, European or international level, related to the objectives.
- Creating and managing the services in keeping with the Association’s objectives.
- Creating and managing any information medium, paper or electronic (web site etc.) related to the Association’s objectives.
- TIG may commission new and existing structures (with one or more TIG associates) which may act as commercial service companies with a view to offer services, such as training, quality control, support for the preparation of accreditations, etc. Service companies need to be commissioned on a project basis by the Board to work in a specific country or region. Service companies

have to file an annual report of activities to the Board.

II – Composition

Article 3 – Categories of members and dues

The members of the Association are national or international individuals or legal entities, whether from Associations, organisations or businesses, whose activities and/or statutes are similar to those of the Association and who actively represent the same interests in their countries and belong to one of the three sectors mentioned below.

In addition to its founding members, the Association is made up of three categories of members corresponding to three sectors:

Sector	Description
A	Associations, organisations, businesses or individuals carrying out a Topten project. By “Topten project” is meant a specific activity on the national or international level in accordance with the Association’s objectives.
B	Environmental organisations, consumer organisations and /or energy agencies.
C	Members of the supporting committee (without the right to vote): organisations, individuals or legal entities, giving their support to the Association and its objectives.

The founding members, as well as the active members who are included in sectors A and B have the right to vote and can participate in the organisation of the Association. The members included in sector C do not have the right to vote but can be invited to attend the General Assembly meetings.

All members pay annual dues, the amount of which is fixed each year by the General Assembly and cannot be less than 1500 Swiss Francs (one thousand five hundred). It does not include all necessary taxes.

However, the Board, in exceptional cases and in accordance with the rules of procedure, can authorise for a limited period of time exemptions, total or partial, of the dues.

Once the dues have been paid, they become the definitive property of the Association and can in no case be refunded.

The responsibility of the association is limited to the association's assets and to the exclusion of any personal liability of members.

Article 4 – Admission of a new member

General: All requests for admission must be made in writing. The decision to accept a new member and to place him/her in one of the sectors listed in Article 3 is made by the Board which follows the procedures provided for in the rules of procedure. The Board is free to refuse a request.

Sector A members: In order to carry out a Topten project in a specific country or region:

- first the Topten membership B has to be granted to the respective organisation,
- the respective fees have to be paid, and
- before the public launch an application report (according to the rules of procedure) for accreditation has to be filed.

If and when the Board accepts the application, the TIG sector A membership is granted and the Topten website in question can go public.

Regular reviews of the accreditation can be decided by the Board according to the Rules of Procedure.

Article 5 – Loss of membership

Any resignation shall be communicated in writing to the Board with an advance notification of 6 months before the end of the current calendar year, at which time it becomes effective. The resignation affords no right to the property of the Association or to the refunding of dues, etc.

Membership of the Association becomes automatically null in case of non-payment of dues, demise, liquidation, bankruptcy, legal or extra-legal procedures or in case of insolvency.

It is also nullified if one of the members can no longer meet the criteria of one of the sectors A, B, C defined in Article 3 of the present Statutes and of the rules of procedure.

Article 6 – Exclusion

At the request of the President or the majority of the members of sectors A and B, the Board may decide the exclusion of a member in accordance with the rules of procedure.

The Board shall grant the member in question to be heard.

The Board's decision is communicated in writing to the member in question, with a brief justification.

Within 30 days after the date of notification of the decision, the member in question may address the General Assembly concerning this decision.

The documents related to the procedure and to the Board's decision are sent to the voting members for their information 20 days before the General Assembly's deliberation.

<p>The General Assembly makes the final decision concerning the exclusion in accordance with Article 13 and 14 of the present statutes.</p> <p>The excluded member can claim no right to the property of the Association or to the refunding of his/her dues.</p>
<p>III - Organisation, operation and administration</p>
<p><u>Article 7 – Sections, working groups, advisory board</u></p> <p>In order to achieve its objectives, the Association may form sections which remain subordinate to it, or working groups whose make up and tasks shall be determined by the Board. To facilitate collaboration with other interest groups, an advisory board or similar organ may be set-up.</p>
<p><u>Article 8 – Organs</u></p> <p>The Association is composed of the following organs:</p> <ul style="list-style-type: none"> a) General Assembly b) Board c) Control unit
<p><u>Article 9 – General Assembly, competencies</u></p> <p>The General Assembly is competent to make all decisions on the following matters:</p> <ul style="list-style-type: none"> a) approval of the minutes of the ordinary and extraordinary of the General Assembly meetings; b) reception and approval of the Board's annual report; c) reception of the annual account and the report of the control unit, d) decision concerning the next annual budget of the Association and determination of the amount for the financial commitments and payments which may be decided on and made at the Board's initiative; e) election and destitution of the Board members and those of the control unit; f) decisions to grant funds for expenditures not mentioned in the budget and which exceed the financial competencies attributed to the Board; g) all matters submitted to the General Assembly at the Board's request; h) any requests addressed to the Board by a member for the attention of the General Assembly; this request must be communicated in writing not later than 20 days before the date of the General Assembly meeting; i) all decisions on the appeals of members regarding requests for admission; j) all matters for which the decisions must be made by the General Assembly in accordance with other provisions of the Statutes
<p><u>Article 10 – General Assembly meetings</u></p>

The ordinary General Assembly meeting is held once a year.

It examines the presentation of the annual reports, the decisions relating to the annual accounts and to the budget; it elects the members of the organs of the Association.

The extraordinary General Assembly meetings are convened by the Board when certain matters are to be deliberated and decided on by the General Assembly.

An extraordinary General Assembly meeting may also be convened at the request of half of the members regardless of their category mentioned in Article 3. This request shall be communicated to the Board and shall mention the subject of the request and the arguments to be submitted to the vote.

The General Assembly meetings may be held by remote access, by video conference or any other means accepted by the Board.

Article 11 – Notifications to attend the General Assembly meeting

Notifications to attend the General Assembly meetings are communicated in writing. They mention the venue and the agenda. By “in writing” is meant anything sent by postal or electronic mail. The notifications reach the members not later than 15 days before the date of the General Assembly meetings. They are sent to the latest address of the member known to the Association.

Article 12 – Presidency of the General Assembly and the writing of the minutes

The General Assembly meetings shall be chaired by the President of the Association. In case of the impossibility for him/her to attend, they shall be chaired by his/her substitute.

The deliberations of the General Assembly shall be written down in the minutes which are recorded by a person designated by the General Assembly.

In the case of voting, two voting members designated by the General Assembly shall be in charge of supervising and counting the votes.

Article 13 – The right to vote

Each member has one vote. The members of the supporting committee do not vote.

Article 14 – Method of voting

For the business on the agenda as well as for the elections, the voting is done by open ballot. Only the business mentioned on the agenda can be voted on. The General Assembly deliberates legitimately regardless of the number of members present.

The votes may be expressed by circular mail, electronic or postal.

For the business mentioned on the agenda and for the elections, the voting shall be determined by the simple majority of the voters.

Any decision regarding dissolution, modification of the Statutes or an appeal for a request for admission or for exclusion requires a majority of at least two thirds of the

members.

Article 15 – The Board, composition and election

The Board is made up of at least 3 members and at most 7 members. All the Board members are elected by the General Assembly.

The Board members are elected by the General Assembly for a period of two years. If new elections take place during a term, the newly elected members finish their predecessor's term.

The Board members can be re-elected when their term expires.

The Board members can be part of other organs except the control unit.

The Board members may receive compensation for their activities. Expenses are re-funded only if they have been accepted by the Board.

As an exception to the above stipulations, the founding members are members of the Board for a period of two years starting at the time the Association is created.

Article 16 – Presidency and Vice-Presidency

The President of the Association and the Vice-President are elected by the Board among its members, who are themselves elected by the General Assembly or founding members.

Article 17 – Missions of the Board

The Board is in charge of managing the current affairs, the implementation of the General Assembly's decisions and of those related to all matters which are not the responsibility of the General Assembly according to the Statutes.

In particular, the Board is in charge of the following tasks, insofar as they are not already mentioned in the Statutes:

- managing the Association, implementing and managing the means;
- deciding on the utilisation of the financial means, based on the decisions made by the General Assembly;
- hiring or designating, if need be, a manager;
- designating commissions and committees;
- drawing-up the specifications and Rules of Procedure;
- hiring and firing the personnel of the Association insofar as the Board has not transferred this competence to the manager;
- approving contracts, partnerships and agreements with other entities;
- commissioning service companies to work on a project basis in a specific country or region.
- deciding on international partnerships*.

**) A partner is a person or an institution that supports within the Topten Charter a national (or*

international) Topten project with know-how, communication and/or financial means and is in turn supported by a national Topten by showing its logo on the website and other documents.

The Board draws up the Rules of Procedure so as to be able to carry out its missions and to define the various responsibilities and competencies. The Rules of Procedure mention in particular examples showing the main reasons for the exclusion of a member in accordance with Article 6.

In order to carry out special missions, the Board may put certain or several members in charge of specific tasks and determine their competencies therein.

Article 18 – Representation

For any commitment exceeding the amount fixed by the General Assembly, the Association is legitimately committed by the joint signatures of the President and the Vice-President, or in case of the impossibility for them to sign, by the signatures of two other members of the Board.

Article 19 – Notification to attend sessions of the Board

The Board meets on notification by the President of the Association or, in case of the impossibility for him/her to notify, by the Vice-President; the notifications mention the venue meeting and the Agenda.

The Board decisions are valid on condition that at least half of its members are present or represented. A teleconference or a circular vote by electronic mail is also valid if at least half the members are consulted.

The decisions are made by simple majority, with the President having the decisive vote in case of a tie.

Article 20 – Presidency of the meetings of the Board

The Board meetings are chaired by the President of the Association; in case of the impossibility for him/her to attend, they are chaired by the Vice-President. The Board's discussions and decisions may be recorded in the minutes, which must be signed by the President of the association and by the person recording them; the latter is designated by the Board without necessarily being a member of the Board; the minutes will be communicated to all members of the Board as soon as possible.

Article 21 – Participation at the meetings and representation

The Board meetings may be held by remote access, by video conference or any other means accepted by the Board.

If a member cannot attend, he may be represented by another member of the Board. A member of the Board can represent only one other member who cannot attend.

The written authorisation must be sent to the Board member chairing the meeting before the beginning of the meeting.

Article 22 – Accounting

The accounts are kept by a Board member or a third party designated by the Board.

The Board members have at any time the right to examine the accounts and the

related documents providing evidence.
<p><u>Article 23 – Control unit</u></p> <p>A control unit designated by the Board, either among its members or outside the Association, may be put in charge by the Board of the verification of the accounting, the annual accounts, the budget, observance of the rules of procedure and allocation of competencies as defined in the statutes concerning the decisions of a financial nature.</p>
IV – General considerations
<p><u>Article 24 – Fiscal period</u></p> <p>The fiscal period of the Association coincides with the calendar year; exceptionally, the first fiscal period will take effect on the day the Association is created and will end the following 31st of December.</p>
<p><u>Article 25 – modifications of the Statutes</u></p> <p>The General Assembly may decide to modify the Statutes in accordance with Articles 13 and 14.</p>
<p><u>Article 26 – Dissolution</u></p> <p>The General Assembly may decide to dissolve the Association in accordance with Articles 13 and 14.</p> <p>After payment of all debts, the remaining property of the Association shall be used in accord with the decisions made by the General Assembly with respect to the objectives of the Association or shall be transferred to other organisations active in the fields in keeping with the Association’s objectives where it will be allotted to strictly defined uses.</p> <p>The Board will see to it that the decisions of the General Assembly are satisfactorily carried out.</p>
<p>TIG founding Board</p> <p>Eric Bush, Founding member, President</p> <p>Conrad U. Brunner, Founding member, Vice President</p> <p>Sophie Attali, Founding member</p>