

# PROJECT DEVELOPER FORUM LIMITED

Project Developer Forum Limited is a UK registered, Not for Profit Company, Limited by Guarantee and Not Having a Share Capital  
Company number [insert] Registered Office 100 New Bridge Street, London, UK, EC4V 6JA

This document, together with the Memorandum and Articles of Association, sets out the rules for Members (**Membership Rules**) of Project Developer Forum Limited (**PDF**)

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## 1. PRINCIPLES

1.1 The main purpose of the PDF is to represent the views of its Members in accordance with the Membership Rules and to

- (a) interact with regulators, on national, supranational, and international levels in relation to rules and regulations governing emissions trading and Emission Reduction Projects,
- (b) improve the efficiency, legitimacy, and functioning of the regulatory systems governing the development and use of Emission Reduction Projects,
- (c) influence policy developments and regulatory standards related to emissions trading and Emission Reduction Projects while preserving the environmental integrity of the underlying cap and trade system,
- (d) update and support independent and impartial standards and codes of conduct for project developers involved in the development of Emission Reduction Projects,
- (e) assist Key Stakeholders to develop the International Rules,

**(Principles)**

- 1 2 In supporting the Principles, the PDF is intended to act as an advocate and united voice for its Members in communications with Key Stakeholders
- 1 3 The PDF will aim to advance the Principles by
- (a) providing a forum for its Members to discuss Key Policy Issues,
  - (b) developing, in association with its Members, a cooperative and coordinated strategy on Key Policy Issues,
  - (c) developing, updating and supporting independent and impartial project developer standards for Emissions Reduction Projects, and
  - (d) communicating and cooperating with Key Stakeholders on behalf of its Members on any matters relating to paragraphs (a) to (c) above

## **2. MEMBERSHIP**

- 2 1 Application for membership of the PDF is open to any organisation that in the opinion of the Executive Committee meets all of the following criteria
- (a) the organisation is privately or publicly incorporated, and has its principal place of business within the country of its incorporation,
  - (b) the organisation's core business activity is the identification, sourcing, and implementation of Emission Reduction Projects whereas this does not necessarily include the financing of such projects other than through the purchase of emission reduction credits,
  - (c) the organisation and/or any of its affiliated entities are listed as
    - (i) PDD Consultant and/or Carbon Market Participant on UNEP Risoe's CDM Pipeline list with at least ten (10) projects under validation under the CDM and/or JI Framework, or
    - (ii) PDD Consultant or Project Developer in at least ten (10) PDDs in relation to Emission Reduction Projects under validation under the CDM and/or JI Framework,
  - (d) the organisation is not wholly or partly owned or controlled by any government body or authority,
  - (e) the organisation fully and entirely endorses the Principles of the PDF, and  
the organisation embodies the highest standards of transparency and respectability
- 2 2 Membership shall be open to the Founding Members of the PDF without such organisations satisfying the requirements set out below in paragraphs 2 3(a) to 2 3(d), inclusive
- 2 3 An organisation wishing to become a Member shall submit an application in a form required by the Executive Committee, which shall include
- (a) a statement signed by an authorised signatory on behalf of the applicant that the applicant complies with the criteria set out in paragraph 2 1 above,
  - (b) supporting documentation and references where necessary to substantiate that organisation complies with the criteria set out in paragraph 2 1 above,
  - (c) the applicant's place of incorporation for the purposes of identifying its Region pursuant to paragraph 2 8 below,

- (d) the name and contact details of the person who will represent the applicant for the purposes of exercising the applicant's voting rights in accordance with the Membership Rules (**Authorised Representative**), and
  - (e) a remittance of such sum of money as set out in paragraph 3 or as the Executive Committee shall determine from time to time
- 2.4 An organisation's application shall be considered by the Executive Committee at its next meeting, where the Executive Committee shall
- (a) review the applicant's fulfilment of the criteria set out in paragraph 2.1 above,
  - (b) review the completeness of the organisation's application against the criteria set out in paragraph 2.2 above, and
  - (c) consider whether there is any reason, in opinion of the Executive Committee, that would prevent it endorsing the organisation's application to the existing Members, in particular whether the organisation
    - (i) may not comply with the rules and regulations governing the participation in the PDF, or
    - (ii) may compromise the success and the achievement of the general purpose of the PDF
- 2.5 Subject to the receipt of supporting votes on the application from at least two-thirds (2/3) of the Executive Committee members, the Executive Committee shall endorse the organisation's application and notify the relevant Authorised Representative of the same, from which point (subject to the receipt of subscription fee as provided for in paragraph 3) the organisation shall be deemed to be a full member (**Member**) of the PDF
- 2.6 The Executive Committee shall refuse an application for membership, if the organisation fails to receive supporting votes on the application from at least two-thirds (2/3) of the Executive Committee members. The Executive Committee shall provide reasons for such refusal on a confidential basis. If an applicant is refused membership the Executive Committee shall return to the applicant any sum of money remitted with the application.
- 2.7 The Executive Committee members should not deny their supporting votes on the application if the organisation complies with the criteria set out in paragraphs 2.1 and 2.2 above and without prejudice to paragraph 2.3 there is no other reason that would prevent the Executive Committee from endorsing the organisation's application.
- 2.8 There shall be four (4) Regions
- (a) Europe, for organisations whose place of incorporation is in the European Union and surrounding European regions,
  - (b) America, for organisations whose place of incorporation is in North or South America,
  - (c) Asia-Pacific, for organisations whose place of incorporation is in the Asian or Pacific region, and
  - (d) Africa-Middle East, for organisations whose place of incorporation is in the African and Middle Eastern region
- 2.9 New Members shall be formally recognised by the PDF at the next AGM, but (for the avoidance of doubt), shall be entitled to vote in accordance with the Membership Rules from the date of becoming a Member.

- 2 10 Any organisation, including without limitation organisations which do not fulfil the membership requirements pursuant to this paragraph 2, may apply for membership as an affiliate member (**Affiliate Member**)
- 2 11 The Executive Committee may, in its absolute discretion, grant the status of Affiliate Member to any organisation which fulfils the requirement pursuant to paragraph 2 1 (e) and which has applied for such membership
- 2 12 The rules regarding the granting and revocation of membership pursuant to paragraphs 2 2, 2 3, 2 4, 2 5, 2 6 with respect to paragraph 2 1 (e), and 2 8 shall apply mutatis mutandis to the status of an Affiliate Member
- 2 13 Affiliate Members may, subject to the consent from the Executive Committee, participate in Working Groups and attend and speak AGMs Affiliate Members shall not be eligible to vote at the General Assembly or be eligible to stand for Executive Committee positions and may at any time by decision of the Executive Committee or its representatives be excluded from participation in any of the aforementioned meetings if reasonably necessary in order to soundly conduct the meeting
- 2 14 Affiliate Members shall be included in mailing lists, press releases, and other general information provided by the PDF
- 2 15 Affiliate Members shall not have the right to participate in communication that takes place exclusively between the Executive Committee Members and/or the Members, but may be included in such communication in the event that the Executive Committee deems such inclusion appropriate

### **3 SUBSCRIPTION**

- 3 1 Members shall pay £ three hundred (300) per annum as annual membership fee (or such other sum as the Executive Committee may determine from time to time)
- 3 2 With regards to the subscription the Executive Committee shall take into consideration the ability of the Members of the PDF, in particular Members incorporated in least developed countries to contribute to such subscription and may introduce different levels of subscription reflecting such ability to contribute
- 3 3 Each Member will bear its own costs of participation In the event that the membership fees shall not be sufficient to bear the minimum costs necessary to incorporate and administer the PDF, these costs shall be met equally between the Founding Members (not exceeding £300 per Founding Member per year) The Chairman and the Vice Chairmen shall monitor the costs and expenditure incurred and notify the Executive Committee and the Founding Members at the earliest possible time if they have to reasonably expect that the subscription pursuant to this paragraph 3 may not be sufficient to maintain the PDF
- 3 4 Affiliate Members shall pay an annual affiliate membership fee (**Affiliate Membership Fee**) for the participation in the PDF The Affiliate Membership Fee shall be calculated pursuant to the table annexed as Annex 1 to the Membership Rules and shall be dependent on the location of the incorporation and the size of the organisation applying for Affiliate Membership The organisation applying for Affiliate Membership shall supply all information required to determine the Annual Membership Fee

### **4. COMPOSITION OF THE EXECUTIVE COMMITTEE**

- 4 1 The Executive Committee shall consist of representatives from nine (9) Members with one Chairman, two Vice Chairman, and six other Executive Committee members The number of Executive Committee members shall not exceed nine (9) Members except with the unanimous agreement of the Executive Committee The Chairman and two Vice-Chairman will hold concurrent Director positions The position and duties of Secretary will be

outsourced to a qualified professional and/or company secretarial services as the Executive Committee sees fit

- 4.2 From the date of incorporation of the PDF, the Executive Committee shall consist of nominees from the Founding Members listed below. Such nominees shall serve an initial term from the date of incorporation until the second AGM in accordance with the following table. Thereafter, the Executive Committee shall be elected every two (2) years at the AGM in accordance with the requirements of this paragraph 4.

<b>Position</b>	<b>Nominee</b>	<b>Founding Member</b>	<b>Length of initial term - from incorporation until:</b>
Chairman (Director)	Martin Enderlin	EcoSecurities	Second AGM
Vice Chairman (Director)	Leo Perkowski	AES Climate Solutions	Second AGM
Vice Chairman (Director)	Andrew Prag	Camco	Second AGM
Executive Committee member	Des Godson	EEA Group Limited	Second AGM
Executive Committee member	Alina Averchenkova	Firstclimate	Second AGM
Executive Committee member	Seth Baruch	Climate Change Capital	Second AGM
Executive Committee member	Susanne Haefeli-Hestvik,	Tricorona	Second AGM
Executive Committee member	Nick Marshall	IceCap	Second AGM
Executive Committee member	Gareth Phillips	Sindicatum	Second AGM

- 4.3 Any individual who wishes to stand for the Executive Committee must be proposed by an Authorised Representative from one Member and seconded by the Authorised Representative of a second Member. Any Member who wishes to nominate for Directorship positions (i.e. the positions of Chairman or one of the positions of Vice-Chairman) should be capable to undertake and fulfil the rights, obligations, duties and responsibilities of a director under the Companies Act 2006 and as otherwise required by law.
- 4.4 Nominations for the Executive Committee must be received in writing by the Executive Committee at least two (2) weeks in advance of the second AGM and every second AGM thereafter and should include
- (a) the name and contact details of the nominee,
  - (b) the names of the Members proposing and seconding the nominee,
  - (c) the position that the nominee is seeking (being either the role of Chairman, Vice Chairman or Executive Committee member), and

- (d) the Region that the nominee represents (which shall be the Region of the proposing Member)
- 4 5 The incumbent Executive Committee shall review the nominations it receives and shall, if necessary, prepare the election of the new Executive Committee. The Executive Committee shall publish a list of candidates for the positions referred to in paragraph 4 1 above at least seven (7) clear days prior to the relevant AGM. Any candidate may stand for any of the positions set out in paragraph 4 8 at the same time.
- 4 6 Without prejudice to paragraph 4 2 Executive Committee members shall serve twenty-four (24) month terms and shall be elected at the AGM.
- 4 7 Voting for candidates shall take place at the relevant AGM in the following order:
  - (a) first, for candidates nominated for the position of Chairman,
  - (b) second, for candidates nominated for the position of the first Vice Chairman,
  - (c) third, for candidates nominated for the position of the second Vice Chairman, and
  - (d) fourth, for candidates nominated for the remaining Executive Committee positions.
- 4 8 Subject to the restrictions pursuant to paragraphs 4 10 and 4 11 below, the candidate(s) receiving:
  - (a) the highest number of valid votes for the position of Chairman, and
  - (b) two highest numbers of valid votes for the two positions of Vice Chairman, respectively, shall be deemed appointed in such position by the Members.
- 4 9 Subject to the restrictions pursuant to paragraphs 4 10 and 4 11 below, the six (6) candidates which received the highest numbers of valid votes (i.e. valid votes which are not deemed to be cancelled pursuant to paragraph 4 12 below) for the positions as a Executive Committee Member shall be deemed appointed for the remaining Executive Committee positions by the Members.
- 4 10 Except in respect of Founding Members, the Executive Committee shall consist of no more than three (3) representatives from Europe and two (2) representatives from each other Region.
- 4 11 Without prejudice to paragraph 4 12, in the circumstance where the maximum quota for Executive Committee positions, based on the Region restrictions as outlined in paragraph 4 10 above are filled, the further votes for nominees of the Executive Committee within those Regions will not be counted and the votes given to those candidates shall be deemed cancelled.
- 4 12 Nominees of Founding Members are not subject to the restrictions in paragraphs 4 10 and 4 11 and may compose any number of the Executive Committee.
- 4 13 No Executive Committee member shall remain in office if, in the two-thirds majority (2/3) opinion of the Executive Committee, he or she ceases to be associated with the Member that proposed his or her nomination. In this situation, it will be at the discretion of the Executive Committee whether a representative should continue in office. In the event Executive Committee wishes the Executive Committee member to continue its office it may determine that the Executive Committee member may stay in office by affirming vote of two thirds of the Executive Committee members, excluding the Executive Committee member in question, It will be the responsibility of the Executive Committee member to notify the Executive Committee in writing in time for the Executive Committee to decide on the appropriate action before the date of the move.

- 4 14 A Executive Committee member shall be eligible for re-appointment immediately following the expiry of his or her term of office
- 4 15 In the event that a Executive Committee Member is removed from office pursuant to paragraph 4 13 the Executive Committee member shall be replaced by a nominee nominated by the Member which had employed the leaving Executive Committee Member at the time of the election of the Executive Committee member The nominated individual shall have similar qualifications and knowledge related to the purpose of the PDF The nominated individual shall be deemed appointed as Executive Committee member unless two-third (2/3) of the Executive Committee object the nominations in which event the organization nominating the Executive Committee Member shall nominate an alternative nominee until the Executive Committee accepts the replacement of the leaving Executive Committee member Without prejudice, to paragraph 4 12, the new Executive Committee member shall serve until the end of the term of the Executive Committee

## 5. FUNCTIONS OF THE EXECUTIVE COMMITTEE AND WORKING GROUPS

- 5 1 The Executive Committee shall be responsible for the management and administration of the PDF and shall identify issues that are fundamental to the Principles of the PDF (Key Policy Issues) Each Executive Committee member shall have one vote at Executive Committee meetings
- 5 2 Issues to be discussed and voted upon (where applicable) by the Executive Committee at Executive Committee meetings must first be approved and added to the agenda of the relevant Executive Committee meeting by nomination by any Executive Committee Member and seconded by either
- (a) the Chairman, or
  - (b) a Vice-Chairman and one (1) other Executive Committee Member
- 5 3 The Executive Committee has the mandate to frequently review its success regarding the development of Principles and Key Policy Issues of the PDF and develop internal guidelines and protocols as necessary for the allocation of various work roles and responsibilities including (without limitation) the allocation of roles and responsibilities to Working Groups pursuant to paragraph 5 5 below and for the regulation of the activities of the PDF and the basis upon which information is exchanged between its Members
- 5 4 Executive Committee meetings may be conducted via telephone
- 5 5 The Executive Committee may establish any number of working groups or sub-working groups in order to provide a forum for Members and Affiliate Members to discuss Key Policy Issues (**Working Group**) Such Working Groups shall be subordinated to the Executive Committee and shall consist of
- (a) at least one (1) Executive Committee member,
  - (b) representatives of Members and Affiliate Members who wish to participate in the relevant group, and
  - (c) one (1) chair, voted for and ratified by the Executive Committee
- 5 6 Working Groups shall report to the Executive Committee, in particular with respect to decisions of the Working Group (**Working Group Decisions**)

## 6. GENERAL MEETINGS AND MEMBER VOTING RIGHTS

- 6 1 The Members shall constitute the General Assembly and shall hold an AGM once a year on a date directed by the Executive Committee The Executive Committee may also call other general meetings as it sees fit

- 6 2 Meetings of the General Assembly shall be called by or on behalf of the Chairman of the Executive Committee Notice of meetings (including AGM) shall be not less than twenty (20) clear days except for a proposed amendment of the Memorandum or Articles of Association of PDF in which case notice shall be not less than forty (40) clear days
- 6 3 Authorised Representatives of Members, Affiliate Members and their nominees shall have the right to speak at meetings of the General Assembly
- 6 4 Only Authorised Representatives of Members are eligible to vote at meetings of the General Assembly and shall have the right to cast votes in respect of the election of Executive Committee in the following manner
- (a) one (1) vote for the Chairman,
  - (b) one (1) vote for each of the two vice-chairs (equalling 2 votes), and
  - (c) one vote for each of the other Executive Committee members (equalling 6 votes)
- 6 5 Any Authorised Representative eligible to attend and vote at a General Assembly meeting shall be entitled to appoint any third person as his proxy to attend and vote on the Authorised Representative's behalf An Authorised Representative appointing a proxy may revoke the appointment at any time
- 6 6 Unless the law, the Membership Rules or the Articles provide otherwise, all resolutions of the General Assembly shall be adopted by a simple majority of the votes cast Resolutions can only be adopted at a meeting of the General Assembly if Authorised Representatives being entitled to at least fifty per cent (50%) of the total number of votes are present (either in person or by proxy) at the meeting at which the relevant resolution is subject to a vote If votes are equally divided on a motion, the Chairman shall have a second or casting vote

## **7. COMMUNICATION**

- 7 1 External communication for or on behalf of the PDF is the responsibility of the Executive Committee and all such communications must be consistent with the Principles of the PDF
- 7 2 Any external communications regarding Key Policy Issues and Working Group Decisions shall be approved by the Executive Committee by a two-third (2/3) majority
- 7 3 All other external communication shall be approved by at least three Executive Committee members, at least one of which should be the Chairman or one of the Vice Chairmen
- 7 4 The Executive Committee, by a simple majority, may give individual Executive Committee members the mandate to communicate with the press, other interest groups, key stakeholders, governments, and regulators, including without limitation United Nations institutions
- 7 5 The Executive Committee, by a two-third (2/3) majority, may give individuals which are not Executive Committee members the mandate to communicate with the press, other interest groups, key stakeholders, governments, and regulators, including without limitation United Nations institutions
- 7 6 The individual Executive Committee members and individuals, mandated pursuant to paragraphs 7 4 and 7 5, shall exercise their mandate in a sound manner keeping in mind the interests of the PDF and its Members The mandate may be revoked with a simple majority (in the case of a mandate granted under clause 7 4) and a two-thirds (2/3) majority (in the case of a mandate granted under clause 7 5) In such event the Chair shall call for a Executive Committee meeting to confirm the request to revoke the mandate and shall notify the Executive Committee Member or individual about the revocation of the mandate
- 7 7 The Executive Committee shall ensure that the mandate given is clear, precise and limited to a particular issue in which such mandated individual has particular expertise and the