



Principles and Rules of Operation
Subsidiary Document

AIB-PRO-SD02 Voting Rights

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AIB-PRO-SD02: Voting Rights

Release 1.0

Status of this document

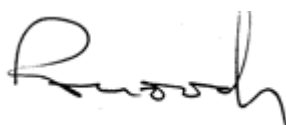
This document, AIB-PRO-SD02 Voting Rights, is a subsidiary document to the EECS Principles and Rules of Operation (the PRO) of the Association of Issuing Bodies (AIB) for The European Energy Certification System.

In the event of conflict between the text of the PRO and the text of this document, the PRO shall always take precedence.

This PRO subsidiary document was formally approved by the General Meeting of AIB members held on 9th March 2006.

The effective date of this PRO subsidiary document is 9th March 2006.

Signed by the General Secretary:



Phil Moody
20th March 2006

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Document History

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A INTRODUCTION AND PURPOSE

A1 Introduction

A1.1 This document is a subsidiary document to the PRO of the AIB as defined in PRO-Section B1.1.1.

A1.2 Specific reference is made to the PRO Sections:

- (a) D – Admission and Expulsion Procedures
- (b) L – Change Procedures

A2 Definitions and Abbreviations

A2.1 The definitions of the PRO also apply to this document. In the event of conflict between the text of the PRO and the text of this document, the PRO shall always take precedence. To facilitate reading this document the abbreviations used are listed below:

- AA: Articles of Association
- AIB: Association of Issuing Bodies
- IB: Issuing Body
- IR: Internal Regulations
- PRO: Principles and Rules of Operation
- VR: Voting Rights

A3 Purpose

A3.1 The purpose of this PRO subsidiary document is to set out the

- Core principles for the voting scheme
- Detailed regulation of voting procedures in connection with admission and expulsion
- Necessary changes to the existing documents

A3.2 This document is also intended to provide further explanation of the regulations in connection with voting rights set out in the PRO

B Core principles for the design of the voting scheme

B1 Existing regulations regarding voting rights

B1.1 The Basic Commitment refers in different sections to voting rights. There are no explicit regulations on the design of voting rights, but the way the regulations are set in the sections implies framework conditions for the voting rights. The relevant sections are:

- D1.3 General Meetings (Section: Admission and Expulsion Procedures)
- L1.2 The General Meeting (Section: Change Procedures)
- L3.2 Implementation of Changes (Section: Change Procedures)

B1.2 Especially the regulations in section D1.3 require the implementation of a voting right scheme that reflects scheme membership, since only scheme members are allowed to vote on the admission of a new scheme member (except under the conditions of Section D1.3.2)

B1.3 The Articles of Association (AA) set in Article 4.5 (Member Representation and Voting Rights) that the number of votes exercised by each Member shall be determined in accordance with the Internal Regulations.

B1.4 The Internal Regulations (IR) (Release 2.0: 9th March 2006) regulate that one Member can have 1 or 3 votes, depending on the volume of certificates issued in the previous year or on the voluntary decision to pay the membership fee for large Issuing Bodies (see Article 7 IR).

B2 General Principles

B2.1 The design of the scheme for voting rights must fulfil the following general criteria:

- According to the rules set out in the Basis Commitment there are decisions to be made on Scheme Level and on AIB-Level. The voting rights must reflect these possibilities (the voting rights must reflect scheme membership).
- Fair system
 - Reflect the activity of a member
 - Avoid the dominance of one player or one country within the AIB
- As simple as possible
- Reflect the fact that members have to take their national legislation into account

B2.2 Besides these general rules the changes to existing documents should be as little as possible in order to guarantee continuity.

B3 The voting rights model

B3.1 The voting right model is characterised by the following elements:

- Every AIB Member can participate in one or more schemes.
- Based on national laws it is possible that there is more than one Issuing Body in a domain for mandatory schemes.

- To distinguish between large and small members the General Meeting sets a limit of certificates issued within the respective scheme.
- For every country and every scheme there can be 1 or 3 votes, depending whether the amount of the certificates set by the General Meeting is exceeded or not.
- Members can voluntarily choose to be a large member (in which case they have to pay the higher membership fee)
- For decisions on scheme level the Scheme members vote with the number of votes they have for this scheme.
- For decisions on AIB-Level the votes of Members are added.

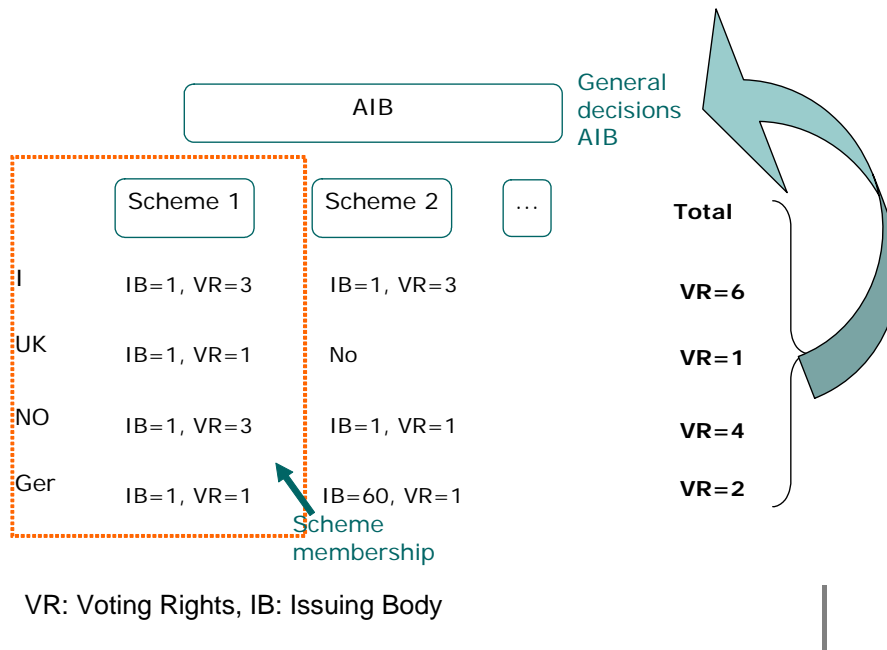


Figure 1: The "Reflect Scheme Membership" approach

C Admission and Expulsion

- C1.1 As the area of admission and expulsion is especially mentioned in Section D the related regulations are shown in this chapter. In general the admission and expulsion of Scheme Members can only be decided by Scheme Members with a qualified majority, except when there are less than five Scheme Members. In that case the decision is made by the (AIB) Members.
- C1.2 The Admission and Expulsion of (AIB) Members can only be decided by Members and with qualified majority.
- C1.3 The following clauses within the PRO (release 2.0) contain regulations with regard to scheme membership:
- *D1.3 General Meetings*
 - *D1.3.1*
 - *D1.3.2*
 - *D1.3.3*
 - *D1.3.4*

D Changes to documents

- D1.1 The document in which the detailed regulations about voting rights are implemented is the IR, release 2.0. Article 7 of the IR, release 2.0, sets out rules with regard to voting rights. This Article must be changed in according to the provisions of the PRO.