



Marine Renewables Industry Association

Corporate Governance Policy

March 2010

1. Background

The Marine Renewables Industry Association (MRIA) was established in 2009 following discussions (about the need for such a body; possible structures; likely objectives; etc) among organisations and individuals in the Marine Renewables (Wave and Tidal) sector. This group today form the core of the Association's Council.

It was decided to adopt a two tier structure comprised of a *Board* (to own and run the MRIA company eg deal with corporate issues such as fees, finance, contracts etc) and a *Council* (to develop policy and, generally, devise and implement the policies of the Association). This decision was prompted by a desire to focus the Council on the key policy area and, also, because of the challenges that might be posed for some Members or potential Members by the necessity of becoming a *shareholder* in a company- an issue which could arise in single tier structure.

The Officers were duly appointed and they comprise the Board of the Company and hold the shares. The Company was incorporated on 20 March 2009 and the CRO number is: 468863.

2. Objectives

The Objectives of the Association are to

- Represent the interests of businesses and others in the Wave and Tidal sector of Marine Renewables to Governments, supply chain partners (such as grid operators), developers and other interests
- Facilitate commercial development of members including collaboration with global companies
- Promote industry led research
- Participate in efforts to raise public awareness of the industry

3. Association

The Association is intended for those bodies and individuals who are associated with the Wave and Tidal sector in Ireland. It includes firms engaged in device development and manufacture, developers of projects and sites based on Marine Renewables, academic researchers, consultants and

contractors as well as interested individuals. Relevant Government development agencies are welcome to join the Association on an Observer basis. The MRIA is an all-island body and draws its membership from both the island of Ireland and from overseas.

4. Board

The Board comprises of the Officers of the Association: Chairman, Secretary and Joint Treasurers. It is elected every two years by the Council. The Board members hold the shares in the company and are obliged (on foot of the adoption of this Paper by the Board) to transfer them to new Officers as and when these are elected. The Company will retain all profits ie there will be no distributions in the form of dividends, loans to shareholders, etc

The role of the Board is to run the corporate affairs of the MRIA includes

- Hiring and dismissing staff, consultants and contractors
- Setting fees
- Managing the financial affairs of the Association
- Preparing and submitting statutory returns
- Applying for and accepting Grants on behalf of the Association

In the normal course, and subject always to the requirements of Company Law, the Board will take serious note of the desires and requirements of the Council. *The legal responsibility for the conduct of Marine Renewables Industry Association Limited lies solely with the Officers.*

5. Council

The Council is

- The principal policy making body of the MRIA
- It works to implement the Association's policies, and
- As deemed necessary, it provides views on corporate matters to the Board

The Council comprises of the Officers and, normally, of the Corporate Members although a Private Member(s) may be appointed at the discretion of

the Council. It is likely that this discretion will be rarely exercised. Observers, defined below, may also be elected or appointed to the Council.

There is no set limit to the number of members of the Council but a number of about twenty Officers, Members and Observers is deemed appropriate. The membership of the Council is set at about 18 corporate members plus any Private Members or Observers appointed by the Council.

Meetings are normally held every two months and, at a minimum, five times per year. As a general principle, decisions are reached on a consensual basis. Should a vote be sought by a Council member on any issue, it will be conducted on the basis of 'one vote per Corporate Council member'.

Members nominate a lead representative on the Council but may send a colleague to attend in their place if necessary. Such substitutions should normally be advised to the Chairman or the Secretary in advance of a Council Meeting. From time to time, two representatives of the one Corporate Member may attend a Council meeting. Members are required to exercise this right sparingly in the interests of ensuring that all members have, and are seen to have, an equal 'voice' at Council meeting.

The Secretary prepares a Note of Council Meetings and this is circulated to the Council. A formal Minute is kept only where this is deemed necessary by the Council or one of the Officers in light of the sensitivity of the topic at issue.

The reports, presentations, Note of the Meeting, etc of each Council meeting are posted to the confidential Member's page on the MRIA Website.

6. Membership

The MRIA offers membership at three levels at present and applications may be made to the Chairman for consideration by the Council. The Association reserves the right to refuse membership.

Corporate Members- who are eligible for election to the Council

Private Members- this category is designed for private individuals. The Association will not accept applications for Private Membership from individuals who are associated with firms engaged or interested in the industry i.e. eligible to apply for Corporate Membership. The Association's decision in

this matter will be deemed final. Private Members are not normally eligible for Council Membership.

Observers- this Membership category is confined to State development agencies who attend the Council and participate fully in its affairs but who do not have voting rights in the Association and who may withdraw or be requested to withdraw from Council business in which a conflict of interest may be involved

The fees for the various levels of membership are set by the Board- which has financial responsibility for the organisation- from time to time and posted on the MRIA website. On a rare and very exceptional basis, the Board may agree to a Contribution in Kind in part payment of fees.

Fees are due for payment by the end of January each year. These must be paid by the end of February each year. Members who fail to pay their fees on time forfeit their right to attend Council meetings. Members who resign from the Association during the course of a year forfeit their fees for that year.

In the event of elections to the Council or for Officers (Officers are elected by the Council), the following 'weighting' of votes applies

Corporate Members- 1 vote each

Private Members and Observers do not have a vote

7. Financial Affairs

The Board is responsible for the financial affairs of the organisation. The Company has appointed Cox O'Neill and Associates, Chartered Accountants as its financial advisers while Bank of Ireland (2 College Green, Dublin 2 branch) are the bankers to MRIA. The Company avails of Audit Exemption as it meets the Company Law requirements in this regard.

At the end of each calendar year, the financial advisers to MRIA will prepare a set of Annual Accounts for the Board and these will be circulated by the Joint Treasurers to all of the members of the Council with the Board's views and decisions thereon within the first quarter of any year

7. Law

Marine Renewables Industry Association Limited is a registered company in the Republic of Ireland and is subject to the law applying in that jurisdiction.