
BYLAWS
of the
PARTNERSHIP FOR ADVANCING THE TRANSITION TO HYDROGEN
(a nonprofit corporation)

Adopted by the General Assembly 30 April 2008

ARTICLE I
ORGANIZATION

Section 1.1. Name. The name of the organization shall be the Partnership for Advancing the Transition to Hydrogen ("PATH").

Section 1.2. Headquarters. The headquarters of PATH shall be located in the District of Columbia, City of Washington. The headquarters may be transferred to another location by the General Assembly by the vote of two-thirds of the Associations eligible to vote thereon, voting in person or by proxy.

Section 1.3. Other Offices. The Board of Directors may establish PATH branch offices at such locations both within and outside of the District of Columbia as it may from time to time determine.

ARTICLE II
MEMBERSHIP

Section 2.1. Eligibility for Membership. Membership in PATH shall be open to membership associations that represent, or seek to represent, all or substantially all of the stakeholders in the hydrogen industry of a single country, or groups of such associations. For purposes of this section, "stakeholders" shall include without limitation corporations, partnerships and other private businesses, academic and research institutions, and governmental and quasi-governmental agencies, involved in the production, storage, transportation, utilization and/or regulation of hydrogen, or in research directly relating thereto. An association admitted to membership in PATH shall be known as an "Association."

Section 2.2. Admission to Membership.

[a] An association shall apply for PATH membership by filing a written application with the Secretariat, which shall include a list of the association's current members, directors and principal officers. Applications for membership shall be approved or denied by the General Assembly, upon the recommendation of the Board of Directors, by the vote of a majority of the Associations eligible to vote thereon, voting in person or by proxy.

[b] Only one association shall be admitted to membership from any one country. In the event that applications for membership are received from two or more associations seeking to represent the same country, or if an application for membership is received from an association seeking to represent a country that is already represented by an Association, the General Assembly shall, other things being equal, give preference to the association whose current membership is most broadly representative of the stakeholders in that country's hydrogen industry or, failing that, to the association whose membership requirements, as stated in its constitution, bylaws and internal regulations, permit the broadest representation of stakeholders in that country's hydrogen industry.

[c] For any country without an association that qualifies for membership in PATH under Section 2.1[a], the Board of Directors may admit a member on an interim basis, such as an academic institution or non-governmental organization, or a government agency responsible, in whole or in part, for the promotion of hydrogen and the development of the hydrogen industry in that country; provided, that such interim member can demonstrate that it is actively promoting the establishment of a qualified association and is planning a timely application for membership in PATH.

Section 2.3. Rights of Membership. The rights of each Association shall include, among others, the right to --

[a] designate a Member Representative to participate in the work of the General Assembly with the right to vote thereat, and an Alternate Representative with full authority to act in his/her absence;

[b] submit, on its own initiative, in its own name or in the name of a group

of Associations, proposals to the General Assembly and to the other bodies of PATH; and

[c] communicate directly with the PATH Secretariat on matters of interest to the Association.

Section 2.4. Duties of Membership. The duties of each Association shall include, among others, the duty to:

[a] support PATH in the pursuit of its purposes and objectives and to implement the decisions adopted by the General Assembly and the Board of Directors;

[b] in the event that an annual contribution becomes necessary, remit an annual contribution to PATH, as determined by the General Assembly;

[c] inform PATH annually, through the Secretariat, of any change in its membership, or the composition of its governing and managing bodies; and

[d] transmit to PATH, through the Secretariat, its annual reports, if and when available.

Section 2.5. Withdrawal. An Association may withdraw from PATH at any time by written notice to the Secretariat.

Section 2.6. Suspension and Readmission.

[a] An Association may be suspended from membership in PATH by the General Assembly, upon the recommendation of the Board of Directors, by the vote of two-thirds of the Associations eligible to vote thereon, voting in person or by proxy, if that Association:

[i] no longer represents the stakeholders of hydrogen industry in the country where it is located or otherwise fails to comply with the conditions of membership; or

[ii] acts contrary to the purposes and objectives of PATH or

persistently refuses to comply with its duties under these Bylaws; or

[iii] fails to pay its annual contribution, if any, and any additional mandated contributions.

[b] An Association which has been suspended shall immediately lose its rights as a member and forfeit all claims to the assets of PATH. An individual who represents a suspended Association on the Board of Directors or any other PATH body, shall be immediately removed from office.

[c] Suspension shall be for a period of three (3) years. Prior to the end of the suspension period, the suspended Association may be readmitted by the General Assembly, by the vote of two-thirds of the Associations eligible to vote thereon, voting in person or by proxy. After expiration of the suspension period, the suspended Association may reapply for membership under the provisions of Section 2.2.

ARTICLE III

AFFILIATES

Section 3.1. Eligibility. Any organization -- including without limitation associations, private businesses or public agencies -- involved in the production, storage, transportation, utilization and/or regulation of hydrogen gas, or in research directly relating thereto, which does not qualify for membership under Section 2.1. or is denied membership under Section 2.2, may be admitted to PATH as an Affiliate.

Section 3.2. Admission. An organization shall apply for Affiliate status by filing a written application with the Secretariat, including a list of organization's current members, directors and principal officers, if any. Applications for Affiliate status shall be approved or denied by the General Assembly, upon the recommendation of the Board of Directors, by the vote of a majority of the Associations eligible to vote thereon, voting in person or by proxy.

Section 3.3. Rights of Affiliates. Each Affiliate shall have the right to --

[a] designate a representative to attend meetings of the General Assembly

(and an alternate to attend such meetings in the representative's absence) without the right to vote;

[b] designate representatives to attend meetings and participate in the work of committees of the Board, without the right to vote in accordance with Section 6.7;

[c] communicate directly with PATH Secretariat on matters of interest to the Affiliate; and

[d] receive such other benefits as the Board of Directors may determine from time to time.

Section 3.4. Duties of Affiliates. The duties of each Affiliate shall include, among others, the duty to --

[a] support PATH in the pursuit of its purposes and objectives and to implement the decisions adopted by the General Assembly and the Board of Directors;

[b] in the event that an annual contribution becomes necessary, remit an annual contribution to PATH, as determined by the General Assembly;

[c] inform PATH annually, through the Secretariat, of any changes in its membership, or the composition of its governing and managing bodies; and

[d] transmit to PATH, through the Secretariat, its annual reports, if available.

Section 3.5. Withdrawal, Suspension and Readmission. Affiliates shall be subject to the standards and procedures for withdrawal, suspension and readmission set forth in Sections 2.6 and 2.7.

ARTICLE IV

GENERAL ASSEMBLY

Section 4.1. Powers and Responsibilities. The General Assembly

shall be the governing body of PATH. It shall be composed of the Associations, and shall have the following powers and responsibilities:

[i] to establish general policies and courses of action in light of PATH's purposes and objectives;

[ii] to decide on transfer of the headquarters of PATH in accordance with Section 1.2;

[iii] to decide on the admission of Associations and Affiliates in accordance with Sections 2.2 and 3.2, and on the suspension and readmission of Associations and Affiliates in accordance with Sections 2.7 and 3.5;

[iv] to elect Directors in accordance with Section 6.4;

[v] to receive reports from the Board of Directors on the membership and the financial status of PATH, and the annual program plan and budget,

[vi] to vote on the dissolution of PATH, upon the recommendation of the Board of Directors, in accordance with Section 10.1; and

[vii] to amend the Articles of Incorporation and Bylaws, upon the recommendation of the Board of Directors, in accordance with Sections 11.1 and 11.2, respectively; and

[viii] to consider such proposals as may be presented to it by the Board of Directors, the Secretariat and other bodies of PATH.

Section 4.2. Meetings. Meetings of the General Assembly, annual or special, shall be held at the headquarters of PATH, or at another location within or without the District of Columbia, as determined by the Board.

Section 4.3. Annual Meeting. The General Assembly shall hold an Annual Meeting in April of each year, or at such other time as the Board of Directors may determine, at which the membership shall receive the annual

reports of the Officers, Directors, and committees, including financial reports, shall elect Directors to the Board of Directors, and shall transact such other business as may be germane. Notice of the Annual Meeting, signed by the General Manager or his/her designee, shall be provided to the last recorded address of each Association at least twenty-one (21) days, but not more than ninety (90) days, before the meeting date. The notice shall set forth the date, time, place and general purposes of the meeting.

Section 4.4. Special Meetings. Special Meetings of the General Assembly may be called by the Board of Directors, the Chair of the Board, or the General Manager, as and when such meetings are required. Upon the written request of at least twenty-five percent (25%) of the Membership, the General Manager shall call a Special Meeting which may consider only the specific issue(s) identified in the request. Notice of a Special Meeting shall be given in the same manner as for an Annual Meeting.

Section 4.5. Quorum. Decisions of the General Assembly shall be valid only if taken when a majority of the Associations are present in person or by proxy, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. The recusal or disqualification of an Association, or its Member Representative or Alternate Representative, from any vote because of conflict of interest shall not deprive a meeting of its quorum. If at any meeting of the General Assembly a quorum is not obtained, the meeting shall be postponed to a specified later date and a new notice shall be sent to all Associations.

Section 4.6. Voting. Each Association shall be entitled to one vote. The vote of a majority of the Associations present and voting, in person or by proxy, at a meeting at which a quorum is present, shall constitute the action of the General Assembly, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 4.7. Proxies. Each Association may be represented at the General Assembly by proxy, upon due presentment of the proxy to the Secretariat. To be valid, a proxy shall be in writing, and shall be dated and signed by the Association's Member Representative or Alternate Representative. The proxy shall be revocable at the pleasure of the Association executing it. Unless the duration

of the proxy is specified, it shall be deemed valid for ninety (90) days from the date of its original execution.

Section 4.8. Action Without a Meeting. Any action that may be taken at a General Assembly may be taken without a meeting if a written ballot, setting forth the action to be taken, is sent to all Associations entitled to vote thereon, and [a] the number of votes exceeds the quorum required under Section 4.5, and [b] the number of affirmative votes received within the period established for voting equals or exceeds the number of votes required to take such action at a meeting at which the same total number of votes was cast. The ballots shall be filed by the General Manager with the minutes and shall have the same force and effect as a vote at a meeting duly held.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. General. The Board of Directors shall be responsible for the control and management of the affairs and property of the organization. The Board shall always act in accordance with the purposes of the organization.

Section 5.2. Powers and Responsibilities. The Board of Directors shall have the following powers and responsibilities, among others:

[a] to implement the general policies and courses of action adopted by the General Assembly, in accordance with the general rules and directives of the General Assembly;

[b] to review and approve the annual reports of the Officers and committees, including the membership and financial reports, and the annual program plan and budget, prior to their submission to the Annual Meeting of the General Assembly;

[c] to appoint, remove and replace the General Manager and the other Officers of the Secretariat, in accordance with Sections 7.2;

[d] to recommend admission of Associations and Affiliates in accordance with Sections 2.2 and 3.2;

[e] to recommend suspension of Associations and Affiliates in accordance with Sections 2.7 and 3.5;

[f] to remove Directors in accordance with Section 5.5, and to elect interim Directors in accordance with Section 5.4[d];

[g] to designate the organization's outside auditor and legal counsel;

[h] to institute legal proceedings in the name of the organization;

[i] to recommend dissolution of PATH in accordance with Section 11.1;
and

[j] to recommend amendments to the Articles of Incorporation and Bylaws in accordance with Sections 12.1 and 12.2.

Section 5.3. Composition.

[a] An initial Board of Directors of not fewer than three (3) persons shall be named in the Articles of Incorporation. The initial Board shall hold office until the first meeting of the General Assembly.

[b] Thereafter, the number of Directors shall be fixed from time to time by Resolution of the Board adopted by the vote of a majority of the Directors then in office; provided, that the number shall be not fewer than three (3) nor more than twenty (20). Any decrease in the number of Directors shall not shorten the term of any incumbent Director. Directors need not be residents of the District of Columbia.

Section 5.4. Election of Directors.

[a] Election of Directors to the Board of Directors shall take place at each Annual Meeting of the General Assembly.

[b] A Director shall serve for two years, and thereafter until his/her successor is elected and qualified, except if, and to the extent that, a shorter term

for one or more Directors may be necessary to comply with subsection [c].

[c] Terms shall be staggered such that approximately one-half shall expire each year.

[d] A vacancy in the office of Director due to resignation, removal or otherwise, shall be filled without undue delay by the vote of a majority of the remaining Directors then in office. Any Director so chosen shall hold office until the expiration of the term of the Director whose seat he/she was appointed to fill.

Section 5.5. Representation, Resignation, and Removal. A Director--

[a] may not be represented by proxy at meetings of the Board of Directors, but may designate a representative to attend such meetings in his/her absence without the right to vote;

[b] may resign from office at any time by written notice to the Secretariat, and

[c] may be removed from office for cause by the vote of two-thirds of the Directors then in office.

ARTICLE VI
BOARD MEETINGS; BOARD COMMITTEES

Section 6.1. Regular Meeting. The Regular Meeting of the Board of Directors shall be held each year immediately following the Annual Meeting of the General Assembly. Notice of the Regular Meeting, signed by the General Manager or his/her designee, shall be provided to the last recorded address of each Director at least twenty-one (21) days, but not more than ninety (90) days, before the meeting date. Notices shall set forth the place, date, time, and general purposes of the meeting.

Section 6.2. Special Meetings. Special Meetings of the Board of Directors shall be called by the Board, the Chair, or the General Manager as and when required, but not less than twice a year. Upon the written request of at least

four (4) Directors, the General Manager shall call a Special Meeting which may consider only the specific issue(s) identified in the request. Notice of a Special Meeting shall be given in the same manner as for a Regular Meeting except that such notice shall be give at least seven (7) days before the meeting date.

Section 6.3. Quorum. Decisions of the Board of Directors shall be valid only if taken when a majority of the Directors then in office are present, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws. The recusal or disqualification of a Director from any vote because of conflict of interest shall not deprive a meeting of its quorum. If at any meeting of the Board a quorum is not obtained, the meeting shall be postponed to a specified later date and a new notice shall be sent to all Directors.

Section 6.4. Voting. At any meeting of the Board, each Director present shall be entitled to one vote. The vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 6.5. Chair and Vice Chair.

[a] The Board of Directors shall elect, by the vote of a majority of the Directors then in office, a Director to serve as Chair of the Board for a term of two (2) years, and a Director to serve as Vice Chair of the Board for a term of one (1) year.

[b] The Chair shall be the Chief Executive Officer of PATH, and shall have the following responsibilities--

[i] convoke and preside over the sessions of the General Assembly and the Board;

[ii] represent PATH in its relations with national governments, international organizations and other institutions; and

[iii] carry out any other function entrusted by the General Assembly or by the Board.

(c) The Vice Chair shall perform the duties of the Chair in his/her absence or disability, along with such other duties as may be assigned by the Board or the Chair from time to time.

Section 6.6. Committees.

[a] The Board of Directors may create such standing or special committees as it deems appropriate from time to time, provided, that of any committee having and exercising all or any part of the authority of the Board in the management of PATH shall be created, and its members elected, by the vote of a majority of the Directors then in office. Committee members shall serve at the pleasure of the Board.

[b] A majority of the committee members shall constitute a quorum for the transaction of business. The vote of a majority of the committee members present at a committee meeting at which a quorum is present shall constitute the action of the committee.

[c] Actions taken at a committee meeting shall be reported to the Board of Directors at the Regular or Special Meeting of the Board following the committee meeting.

[d] The vacancies which occur on any committee having and exercising all or any part of the authority of the Board in the management of PATH shall be filled by the vote of a majority of the Directors then in office. Vacancies on other committees shall be filled without undue delay by the Chair of the Board.

Section 6.7. Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors (or any committee thereof) may be taken without a meeting, if all of the Directors then in office (or the committee members) consent in writing to a resolution authorizing the action. The resolution and the written consents thereto by the Directors (the committee members) shall be filed with the minutes of the proceedings of the

Board (or the committee).

ARTICLE VII
SECRETARIAT

Section 7.1. Composition. The Secretariat of PATH shall consist of a General Manager, a Treasurer, and a Corporate Secretary, and such other Officers as may be deemed necessary by the Board of Directors from time to time. The offices of Treasurer and Corporate Secretary shall not be held by the General Manager, but otherwise may be held by the same person.

Section 7.2. Appointment and Removal. The Officers of the Secretariat shall be appointed by the Board of Directors, by the vote of the majority of the Directors then in office. An Officer need not be a Director. An Officer shall hold office for the term, not exceeding three (3) years, for which he/she is so elected and, thereafter, until a successor is elected and has qualified, subject to earlier resignation or removal by the vote of the majority of the Directors then in office.

Section 7.3. General Manager. The General Manager shall manage the day to day affairs of PATH, and shall report directly to the Board of Directors. The General Manager's duties shall include, without limitation:

[a] convoke the sessions of the General Assembly and the Board of Directors;

[b] prepare the annual program plan and budget, and an annual review of the state of PATH, for presentation to Board of Directors and the General Assembly;

[c] implement the decisions of the General Assembly and the Board of Directors, including the annual program plan and budget, and co-ordinate the work of the constituent bodies of PATH;

[d] in the absence of, or at the request of, the Chair of the Board, represent PATH in its relations with national governments, international organizations and other institutions;

[e] appoint and supervise professional staff;

[f] execute grants, agreements, contracts, bonds, mortgages and other instruments, except where otherwise required by law, or where such authority has been retained by the Board of Directors or delegated by the Board to some other PATH Officer or agent; and

[g] carry out any other function entrusted to the Secretariat by the General Assembly or by the Board of Directors.

Section 7.4. Treasurer. The Treasurer shall

[a] have charge and custody of and be responsible for all funds and securities of PATH, receive and give receipts for moneys due and payable to PATH from any source whatsoever, and deposit all such moneys in the name of PATH in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws;

[b] be responsible for the maintenance and custody of financial records of PATH and ensure that such records are at all times available for inspection and verification by the Board of Directors;

[c] report to the Board and the General Assembly annually and at any other time when called upon; and

[d] in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board or the General Manager.

At the expiration of his/her term in office, the Treasurer shall deliver to his/her

successor all books, monies and other property, or in the absence of a successor, to the General Manager.

Section 7.5. Corporate Secretary. The Corporate Secretary shall:

[a] keep the minutes of the Board of Directors in one or more books provided for that purpose;

[b] ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

[c] be custodian of the corporate records and of the Seal of PATH and ensure that the Seal is affixed to all documents, the execution of which on behalf of PATH under its Seal is duly authorized; and

[d] in general, perform all duties as from time to time may be assigned to the Corporate Secretary by the Board or the General Manager.

ARTICLE VIII **OTHER PROVISIONS**

Section 8.1. Notice. Whenever under the provisions of these Bylaws, notice is required to be given, it shall not be construed to be limited to personal notice. Effective notice may be given in writing, by first class mail, postage prepaid, by facsimile, telegram, telex, cable, electronic mail, or other written means, addressed to such recipient at the address designated for such purposes, or if none is designated, at the recipient's last known address. Notice shall be deemed effective and given at the time at which the notice shall be deposited with the U.S. mails or effectively transmitted by any other means.

Section 8.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time

stated therein, shall be deemed equivalent to the giving of such notice. Attendance at or participation in the meeting without protest, prior to or at the commencement of such meeting shall also be deemed a waiver of notice.

Section 8.3. Indemnification. Any person made or threatened to be made party to any action proceeding, whether civil or criminal, by any reason of the fact that he/she, or his/her testator or intestate, is or was a Director, Officer, employee or other agent of PATH, or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity at the request of PATH, shall be indemnified by PATH, and PATH may advance his/her related expenses, including legal fees, to the extent permitted by law.

Section 8.4. Insurance. PATH may purchase and maintain insurance to indemnify **[a]** itself or any obligation which it incurs as a result of the indemnification of any person under the provisions of Section 8.3 or the provisions of any law; **[b]** any person in an instance in which he may be indemnified by PATH under the provisions of Section 8.3, or the provision of any law; and **[c]** any person in all instances, regardless of whether such indemnification is permitted by law, provided, however, that such contract or insurance satisfies the requirements imposed by law.

Section 8.5. Participation by Telephone. Meetings of the General Assembly, the Board of Directors, and any committee thereof may be conducted, in whole or in part, by telephone or other appropriate electronic means of communication, provided, however, that the persons participating by such electronic means can hear all of the other participants in the meeting, have access to substantially the same information as the other participants, and can otherwise participate effectively in the affairs of the meeting.

Section 8.6. Fiscal Year. The fiscal year of PATH shall close on December 31 of each calendar year.

Section 8.7. Seal. The seal of PATH shall be approved by the Board of Directors.

Section 8.8. Checks, Notes, and Contracts. All checks, notes and contracts of or entered into by PATH shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

Section 8.9. Books and Records. PATH shall maintain its books and records in the offices of and under the control of and possession of its Officers, its General Counsel, its accountant, and/or such other persons as may be approved by the Board of Directors.

ARTICLE IX
OFFICIAL LANGUAGES

Section 9.1. Meetings. Meetings of the General Assembly, the Board of Directors and committees of the Board shall be conducted in English. However, an Association may request that PATH arrange for simultaneous translation from English into any other language at the expense of the Association requesting such translation.

Section 9.2. Correspondence. All official documents, correspondence and communications of PATH, including minutes of the General Assembly, the Board and committees of the Board, shall be in English. Each Association shall be responsible for translation of such documents, correspondence and communications.

ARTICLE X
DISSOLUTION

Section 10.1. Dissolution. Dissolution of PATH may be voted only by the General Assembly, upon the recommendation of the Board of Directors, adopted by a majority of the Directors then in office, at any annual or special meeting of the General Assembly, by the vote of two-thirds of the Associations eligible to vote thereon, voting in person or by proxy. Written notice of the

proposed dissolution shall be included in the notice of the meeting sent pursuant to Section 4.3 or 4.4.

Section 10.2. Distribution of Assets. In the event of dissolution, the assets of PATH shall be distributed in accordance with the relevant provisions of the District of Columbia Nonprofit Corporation Act.

ARTICLE XI
AMENDMENTS

Section 11.1. Amendment of the Articles of Incorporation. Except as otherwise required by law, the Articles of Incorporation may be amended or repealed, or new Articles may be adopted by the General Assembly, upon the recommendation of the Board of Directors, adopted by a majority of the Directors then in office, at any Annual or Special Meeting of the General Assembly by the vote of two-thirds of the Associations eligible to vote thereon, voting in person or by proxy. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be included in the notice of the meeting sent pursuant to Section 4.3 or 4.4.

Section 11.2 Amendment of the Bylaws. Except as otherwise required by law, the Bylaws may be amended or repealed, or new Bylaws may be adopted by the General Assembly, upon the recommendation of the Board of Directors, at any Annual or Special Meeting of the General Assembly by the vote of a majority of the Associations eligible to vote thereon, voting in person or by proxy. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be included in the notice of the meeting sent pursuant to Section 4.3 or 4.4.