KELLEN europe

Vacuum Insulation Panel Association
Executive Committee Conference Call
Wednesday 10 September, 17:00 to 18:00 CET

Participants:
Malcolm Rochefort, Kingspan
Oved Shapira, Hanita Coatings
Raquel Ponte Costa, Kellen Europe

Apologies:
Roland Caps, VA-Q-Tec

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1. Welcome and approval of the agenda

Raquel Ponte Costa welcomed all participants to the conference call. The agenda was approved with no changes.

Raquel Ponte Costa informed members of the views of two companies with regards to the mission and scope of the association:

Microtherm: will join the association if the scope is extended to other vacuum technologies, other than just panels.

Thermal Visions: will remain member of the association at least for another 6 months but would like to see less focus on Europe and regulatory affairs. The priorities for his company are educating people about the product and increasing visibility to it. Thermal Visions would like a better balance between geographic scope and market applications. They recognize the buildings' sector is important but would like to see attention paid to the other applications as well.

Both participants were in agreement that extending the scope of the association to other vacuum technologies could result in confusion. Plus it would require more resources. The panels are the single common element among all the current members. Notwithstanding, both Oved and Malcolm asked for concrete examples of the other vacuum products and technologies that should be represented in the association so a proper discussion can take place.

Action:
Raquel Ponte Costa to ask Microtherm which other vacuum technologies he suggests being represented by the association.

Raquel Ponte Costa reported that two other companies showed interest in joining the association: Camvac and Kuraray. One representative of Camvac will join the meeting on 17 September.

2. Review of International Bylaws

Raquel Ponte Costa went through the meeting presentation (see attachment) and informed participants of the items discussed during the Communication WG conference call which took place on 9 September.

Article 1: mission statement and objectives
Raquel Ponte Costa mentioned the Communications WG suggested rephrasing the mission statement and including a direct reference to the advocacy and standardization work that the association plans to undertake. Regarding the objectives, Raquel mentioned these were approved by the Communications WG.
One participant suggested using advocate instead of using promoting:
To advocate the use of vacuum insulation panels as a recognized space creating and high performance insulation solution which contributes substantially to lower energy costs and carbon dioxide emissions in a wide variety of applications and sectors

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Action:
All participants to submit suggestions before 17 September meeting.
Raquel Ponte Costa to work on the mission statement: add some wording on lobbying and standardization and replace the word promotion by an alternative like raising awareness.

Article 2: one participant noticed that, according to the text, “The Association shall have and continuously maintain in the State of Delaware a registered office”, while the US office is located in Washington DC.

Action:
Raquel Ponte Costa to clarify requirements of Article 2 and General Corporation Law of the State of Delaware.

Article 3 on membership was approved without major changes. Raquel Ponte Costa informed the participants of the interest expressed by the Japanese company Kuraby on VIPA: a meeting will be held at Kellen Europe on Tuesday. The possibility of enlarging the scope of the association to attract other members working on vacuum technologies was briefly introduced, and will be discussed during next meeting.

Action:
All participants to develop members outreach to prepare a list of possible members VIPA should include.

Article 4 was approved without major changes; it was pointed out that the 10,000 EUR membership fee is annual.

Article 5 was discussed. One participant suggested to clarify the text by substituting “member” with company:

The categories of membership and the voting rights associated with such categories shall be established by the General Assembly. These categories and associated voting rights may be revised from time to time by the General Assembly.
During the first two years of existence of the Association (starting from the date of incorporation), each ~~member~~ company will be entitled to one (1) vote.

On Article 6, Raquel Ponte Costa pointed out that the annual audit of the company is not compulsory but it could be carried out. Participants decided to carry on a simple annual review of the accounts, but one participant suggested to clarify US and Delaware law on this point.

Action:
Raquel Ponte Costa to clarify if annual audit will be compulsory.

On Article 7 (and 8.8), one participant asked if Kellen Europe could assume the role of treasurer; Raquel Ponte Costa explained that the role of treasurer should be taken by one of the member, possibly with a background in finance, to assure transparency and accountability. One participant also suggested that the President could assume also the tasks of treasurer; in any case, the role and tasks of the treasurer should be discussed carefully during the meeting.

On article 8, one participant suggested to change the quorum to take decisions (Article 8.5): 2/3 of the votes of all voting members would mean 7 members out of 10; a simple majority quorum of 6/10 would be preferable. Quorums anD majorities will be discussed during the meeting. Raquel

Ponte Costa explained that during the first meeting there will be no bylaws in place, thus any decision should be taken though consensus or unanimous vote.

Article 9: Raquel Ponte Costa pointed out that *The board members must be senior executives with substantial responsibility within the member companies' vacuum insulation panel business;* this sentence implies that the board member should be competent on the topic and hold a high position in the company.

One participant asked if the secretariat staff member (Kellen Europe) has to be present during every meeting of the Executive Committee, as stated in Article 10.2; Raquel Ponte Costa stated that upon request Kellen could leave the Committee, but anti-trust legislation could prohibit it.

Action: Raquel Ponte Costa to check anti-trust law on the possibility of secretariat staff members to leave Executive Committee meetings.

Articles 11 and 12 were approved without major changes.

One participant asked how to change the bylaws: the procedure is explained by article 13, which requires a 2/3 majority.

Raquel Ponte Costa pointed out that the insurance is not compulsory, as stated in Article 14, but it is good practice. The issue will be discussed at the meeting.

Article 15: one participant asked why *these Bylaws, […] shall be governed by the laws of Delaware, U.S.A, excluding its conflict of laws rules.* Raquel Ponte Costa will clarify this point.

Action: Raquel Ponte Costa to clarify Article 15.

Raquel Ponte Costa thanked participants for their contributions and mentioned the items discussed during this conference call will be mentioned during the face-to-face meeting in Brussels on Wednesday 17 September.

The conference call finished at 18:20 CET.