

# Vacuum Insulation Panel Association VIPA International

*The association representing the interests of the global vacuum  
insulation panel industry*

**Executive Committee Conference Call**

## Participants:

- Malcolm Rochefort, Kingspan
- Oved Shapira, Hanita Coatings
- Roland Caps VA-Q-Tec

## Agenda:

1. VIPA International Bylaws
  - Review current text
  - Items that still need to be discussed:
    - Mission Statement and Objectives
    - Membership Categories and criteria
    - Annual audit or review of accounts
2. Preparations for meeting in Brussels on 17 September
3. AoB

## **Article 1: mission statement & objectives:**

### **Conference call of Communications WG on 9 September analysed following options for mission statement:**

- to be the global voice of the vacuum insulation panel industry, promoting quality and raising awareness of the potential to save energy costs and reduce carbon dioxide emissions in a wide range of applications and industries
- to demonstrate the benefits and increase the usage of ultra-thin vacuum insulation panels in a wide range of applications and industries by raising awareness to its proven potential to save energy costs and reduce carbon dioxide emissions
- To promote vacuum insulation panels towards all stakeholders 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

### **Recommendation of COM WG: emphasise advocacy and standardisation efforts**

## **Article 1: mission statement & objectives:**

### **Objectives as reviewed by COM WG during call of 9 September**

- Define and advocate the common interests, policies and positions of the global vacuum insulation panel industry;
- Engage in dialogue with national, European and international decision makers and other stakeholders in order to advance the understanding of industry-related issues, and to contribute to effective policy and legislative discussions at all levels;
- Act as a portal for expert knowledge on vacuum insulation panel industry-related facts and figures;
- Communicate the role and importance of the industry, using reliable data and information;
- Give input to appropriate bodies to encourage the adoption of industry-accepted standards in the local and regional rules and regulations which are being or will be published;
- Neutral representation of vacuum insulation panel technologies;
- Provide a forum of discussion for issues of industry concern

## Article 2: registered office in Delaware

US office: 750 National Press Building, 529 14th Street, NW, Washington, DC 20045

Global Office: Avenue Jules Bordet 142, 1140 Brussels, Belgium

## Article 3 – membership

There are three categories of Association member:

- a) **Manufacturer:** a company that makes and markets vacuum insulation panel
- b) **Material Supplier:** supplying components and raw materials to make VIP panels or VIP materials (and which will be used in the final product) such as films, core
- c) **Equipment supplier:** to provide equipment to produce VIP panels or VIP materials

Any company wanting to become a member of the Association must indicate whether they want to become a Manufacturer member, a Material Supplier member or an Equipment Supplier member.

All members must be constituted or incorporated in accordance with the laws of their jurisdiction of constitution or incorporation.

## **Article 4 – annual dues**

During first two years of the association: 10,000 EUR

Afterwards: to be proposed by the Board and approved by the GA based on budget and activities of the association

## **Article 4, section 2 – other fees & specific expenses**

The Board can determine extra fees to carry out a specific project

## **Article 5 – voting rights**

During first two years of the association: 1 member, 1 vote

Afterwards: to be proposed by the Board and approved by the GA

## **Article 5 – finances**

Annual audit of the account is not compulsory but can be decided by the Board. Instead of the audit, just an annual review of the accounts can be carried out

## **Article 7: structure of the association**

- General Assembly
- President and the Vice-President of the Association
- Board of Directors
- Executive Committee
- Treasurer
- Secretariat
- Working Groups and any other Task Forces of Special Interest which have been set up

## **Article 8: General Assembly**

- Can be held physically or virtually (via conference or webinar). Vote via written procedure is also allowed
- 15 days notice
- Agenda to be circulated 8 days in advance
- Quorum: 2/3 of membership
- Decision-making process: 50% of members present physically or via proxy

## Section 2: Powers of the GA:

- consider the secretariat's report on the activities of the Association during the previous year and plans for the coming year;
- consider and agree upon the accounts of the previous year and the budgets for the coming year presented by the secretariat;
- decide upon the amount of the annual dues, respecting the need for antitrust reasons to maintain the confidentiality of any sensitive business information upon which such dues are based;
- if required under Article 9, elect the Board of Directors
- approve, if relevant, the appointment of the Auditors;
- discharge the Board of Directors from their responsibilities as appropriate
- approve, if relevant, affiliation and partnership agreements
- change the bylaws of the Association if necessary
- vote on the dissolution of the Association if necessary
- deal with other relevant business.

President, Vice-President and Treasurer are to be elected by GA among the Board members for a 2 years term (renewable once)



## **Article 9: Board of Directors**

During first two years of the association: all members to have a Board seat

Afterwards: to be proposed by the Board and approved by the GA

Board members shall be senior executives within their companies.

Quorum: 50% of members

Voting: 1 vote per member. 2/3 of votes to approve decisions

## **Section 2: Powers of the Board**

- To manage the business and affairs of the Association,
- To set the overall strategic direction of the Association, propose to the General Assembly the annual strategic plan of the Association and determine all governance issues
- To lay down the major guidelines in compliance with the purpose of the Association as specified in Article 1,
- To propose to the General Assembly amendments, as necessary, to the current Bylaws of Association and to the Rules, in order to respond to the purpose specified in Article 1,

- To approve the Association's budgets, and especially the budget of the next financial year, and the year-end annual accounts produced by the secretariat prior to their submission for ratification to the General Assembly and in this regard, should set the annual fees of the members.
- To determine the powers that it delegates to the President,
- To delegate specific powers and duties to the Executive Committee as specified in Section 11 of this Article,
- To give an account of its management, through an annual report, to the General Assembly for approval,
- To set the agenda of the General Assembly,
- To oversee the Working Groups and Task Forces of the association

## **Article 10 – Executive Committee**

Executes the powers conferred by the Board of Directors and support the Board of Directors to direct the activities of the Association as set for in these Bylaws in the intervening periods between meetings of the Board of Directors.

## **Article 10 – Executive Committee**

Composed of President, Vice-President, Treasurer and secretariat staff member (consultative capacity)

1 vote per member, decisions taken by simple majority

## **Article 11 – Secretariat**

Works under supervision of the Executive Committee and Board and provides for greater efficiency in the coordination of the Association's bodies and for more effective implementation of the Association's projects and activities

## **Article 12 – Working Groups, Task Forces**

To be created by the Board when needed

## **Article 13 – Amendments to Bylaws and Dissolution**

2/3 of the votes of all members present are needed to amend Bylaws and dissolve the association