Whereas the Member States, including Algeria, Egypt, Jordan, Lebanon, Libya, Morocco, Palestine Territories, Syria, Tunisia and Yemen, have agreed to set up an international organization with the name “Regional Centre for Renewable Energy and Energy Efficiency - RCREEE” and have signed, on 25 June 2008, the Cairo Declaration of Intentions in that regard;

Whereas RCREEE shall have the aim to diffuse the implementation of cost-effective renewable energy and energy efficiency policies and technologies in the Arab region and to increase the share of renewable energy and energy efficiency products and services in and from countries from the region in the global market;

Whereas the internal organization of RCREEE, the rights and obligations of the Member States, the functioning and goals of the organization shall be governed in detail by the following organizational document.

The parties hereto (collectively the Member States) agree on the following

Organizational Charta

of the

Regional Centre for Renewable Energy and Energy Efficiency (“RCREEE”)

Art. 1: Definitions

1.1 Centre: Regional Centre for Renewable Energy and Energy Efficiency

1.2 Director: Executive Director of the Centre

1.3 Member States: The Member States of the Centre

1.4 Charta: the Charta of the Centre

1.5 Host Country Agreement: Host Country Agreement between Egypt and the Centre

1.6 Board of Trustees: Board of Trustees of the Centre

Art.2: Name, Seat, Purpose

2.1 The Member States have agreed to set up an international organization with the name “Regional Centre for Renewable Energy and Energy Efficiency”, abbreviated as “RCREEE” (in the following also referred to as the “Centre”).

2.2 RCREEE is hosted by the Government of Egypt and shall have its seat in Cairo. The Government of Egypt shall take all legal measures required in order to give full effect to the Centre's rights envisaged in this Charta and to provide the Centre with adequate privileges.

2.3 RCREEE shall have the objectives as resolved by the Member States. The overall objectives of RCREE shall be to:

- diffuse the implementation of cost-effective renewable energy and energy efficiency policies, strategies and technologies in the Arab region, and

- increase the share of renewable energy and energy efficiency products and services in and from countries from the region on the global market.

Whereas the specific objectives are:

- expanding cooperation networks in renewable energy and energy efficiency between the participating countries and between EU-countries and participated countries,

- promotion of best-practice renewable energy and energy efficiency policy and implementation of concepts in MENA countries to raise the quality of renewable energy and energy efficiency policy in participating countries,

- expanding the scope and scale of private-public-partnerships for renewable energy and energy efficiency in participating countries,

- increasing the benefits to Arab countries from EU-MENA technology cooperation in renewable energy and energy efficiency and from technology transfer,

- raising the level of research and development investments in RE&EE in participating countries,

- develop and implement new financing techniques for renewable energies and energy efficiency, related research and production,

as well as all and any other activities which may be deemed required in the pursuance of the Centre's goals and aims or which are decided so by the Board of Trustees.

Art. 3: Legal Personality

RCREEE shall be an independent organization with legal personality. It can own property and dispose thereof, enter into agreements and bear rights and obligations, as well as be a party to legal disputes.

Art. 4: Bodies of RCREEE

RCREEE shall have the following bodies acting for the Centre:

- The Board of Trustees (Art. 5)

- The Executive Committee (Art. 6)

- The Secretariat headed by the Executive Director (Art. 7).

Art. 5: Board of Trustees

5.1 The Board of Trustees is the supreme body of RCREEE. The Board of Trustees has voting members ("Voting Members") and non-voting members ("Advisory Members"). All Board of Trustees members have the right to be present in Board of Trustees meetings and may actively take part in deliberations and discussions. Only the voting members have voting rights.

5.2 Each Member State has the right to appoint one Voting Member, which shall be of an adequate seniority level. The term of appointment shall be made for three years and can be renewed. A Voting Member can appoint a representative to attend a Board of Trustees meeting and exercise the voting rights on his behalf.

5.3 As long as the Centre is substantially funded by the international Development Partners Germany, Denmark and the European Commission, each of them has the right to appoint one Advisory Member. The term of appointment shall be made for three years and can be renewed. A member appointed by the Development Partners may appoint a representative to attend a Board of Trustees meeting.

5.4 Board of Trustees Meetings are chaired by the Board of Trustees Chairman, who shall be determined from among the Board of Trustees members on a rotational basis for a one year term following the Arabic alphabetic order of the Member States.

5.5 The Board of Trustees, upon recommendation of the Member States, shall have the right to appoint Non-Voting Members to include one or more eminent persons which represent international organizations, industry and academic institutions active in the fields of renewable energy and energy efficiency. The term of appointment shall be for three years and can be renewed.

5.6 The Board of Trustees, upon recommendation of the Member States, may invite experts to attend any of its meetings in order to discuss a specific topic.

5.7 The competencies of the Board of Trustees comprise all fundamental matters of the Centre, to include without limitation:

- discuss the vision and approve the work program of RCREEE,
- discuss and approve the general goals and policies,
- approve the general program of activities in light of the RCREEE program objectives and procedures,
- discuss and approve the annual progress report,
- approve the budget of RCREEE,
- approve the financial statements of RCREEE and appoint the auditor, who audits them,
- appoint the members of the Executive Committee and ratify the appointment of the Executive Director,

- decide on the admission of new members to RCREEE, upon proposal of the Executive Committee.

5.8 The Board of Trustees is called by the Chairman of the Board of Trustees, upon consultation of the Member States, with the assistance of the Secretariat. The Board of Trustees shall convene at least once a year. The Secretariat shall call a regular Board of Trustees meeting without undue delay after the accounts have been set up and audited. In addition, a quorum of at least three Member States or Development Partners can demand the Secretariat to call a Board of Trustees Meeting, if circumstances so require.

5.9 The Board of Trustees shall adopt decisions with no objections (consensus) among the present Voting Members. If, regarding a particular issue, no consensus can be reached the issue is put up for vote. In that event, a respective resolution is adopted if a majority of the present Voting Members vote in favor of the proposed resolution; in the case of equal voting, the vote of the Chairman of the Board of Trustees is decisive.

Art. 6: Executive Committee

6.1 The Executive Committee shall implement the policy of the Board of Trustees, take the related decisions and secure the flow of information between the Member States and the Secretariat. It shall oversee and advise the Secretariat in the management of the Centre.

6.2 The Executive Committee shall have five members, all with voting rights, which are appointed by the Board of Trustees, upon proposal of the Member States, for a period of three years. Candidates for the Executive Committee shall be of an adequate seniority level and have the required expertise in areas in which the Centre is active in. The composition of the Executive Committee shall reflect the regional character of the Centre, and it is desired that in the Executive Committee one of the members is from the Host Country, one from the Mashreq and one from the Maghreb. In addition, at least two members of the Executive Committee shall be from the private sector. A deviation hereof is permissible if no suitable candidates are available.

6.3 The Executive Committee shall determine one member as chairman (the “Executive Committee Chairman”), who shall serve as point of contact for the Board of Trustees and the Secretariat and is responsible for convening and recording the meetings of the Executive Committee.

6.4 The competencies of the Executive Committee comprise all matters where a representation of the Board of Trustees is required, including, but not limited to the following:

- make submissions to the Board of Trustees (to include draft of the vision and work program, strategies and policies etc.),
- approve the action plan of the center as well as any modifications thereof,
- review and comment on annual reports, financial statements and budgets to be submitted to the Board of Trustees,
- follow up and supervise the carrying out of the activities of RCREEE,

- set up and issue the decisions required to implement strategy, to be undertaken by the Executive Director of RCREEE,
- appoint the Executive Director,
- approve the recruitment of RCREEE staff upon proposal of the Executive Director,
- consult with member countries on priority issues,
- define the organizational structure and the tasks allocated among the members of the Secretariat,
- represent RCREEE in international events and in international organizations.

6.5 The Executive Committee shall meet in regular intervals at least twice a year and as required upon request of the Executive Director. Unless otherwise required, the Executive Director shall be present in all Executive Committee meetings. In addition to physical meetings, Executive Committee meetings can be held by telephone or video conference, as required. The Executive Committee shall adopt all resolutions by majority of at least 4 of the Members of the Executive Committee. Resolutions can also be adopted in writing, by fax and by email.

Art. 7: Secretariat and Executive Director

7.1 The Secretariat shall be in charge of running the Centre. The Secretariat consists of

- the director (the “Executive Director”)
- the deputy directors (the “Deputy Directors”).

as well as further administrative and technical staff. In addition, the Secretariat shall be complimented by a network of correspondents (Art. 7.5).

7.2 The Executive Director is appointed by the Executive Committee; the appointment shall be ratified by the Board of Trustees. The term of appointment shall be for three years and can be renewed. The Executive Director is in charge of the RCREEE management, what includes (without limitation) the following competencies:

- Appoint the administrative staff,
- prepare the draft action plan,
- implement the research program approved by the Executive Committee,
- commission studies in line with the research program approved by the Executive Committee,
- organize events (seminars, workshops, capacity building),
- propose the budget of RCREEE (to be commented on by the Executive Committee and approved by the Board of Trustees),

- set up and present the financial statements of RCREEE (to be commented on by Executive Committee and approved by the Board of Trustees),
- prepare agenda of the topics of Executive Committee meetings,
- network with Member States,
- implement PPP projects as well as others activities to be carried out in cooperation with the private sector in Member States,
- support Member States for a closer regional cooperation with EU initiatives,
- represent the Centre in commercial transactions in accordance with Art. 8.

7.3 The Deputy Directors are appointed by the Executive Director in consultation with and to be approved by the Executive Committee.

7.4 The appointment of the Executive Director and the Deputy Directors shall reflect the required technical expertise in the areas in which the Centre is active in as well as its regional character. It is desired that of the three directors one is from the Host Country, one from the Maghreb countries and one from the Mashreq Countries. As deviation is permissible, if no suitable candidates can be found.

7.5 The Secretariat shall be complimented by a network of correspondents (the "Correspondents"). The correspondents shall be resident in the Member States and shall serve as technical points of contact for the research activities carried out by the Centre. The Board of Trustees shall appoint one Correspondent for every Member State upon proposal of the relevant Member State.

Art. 8: Representation in Commercial Transactions

8.1 The Executive director represents the Centre in all commercial transaction. He can delegate the powers of representation, in general, for a specific type of transactions or an individual transaction to another member of the Secretariat (Deputy Director or Staff).

8.2 The Executive Committee shall enact an internal signing procedure to which the persons acting for the centre are bound. The signing procedures shall comply with international standards (four eyes principle etc.). the Executive Committee shall monitor compliance with the signing procedure.

8.3 The Executive Committee shall issue the financial and administrative regulations of the centre's activities

Art. 9: Finance and Accounting

9.1 RCREEE shall be financially independent.

9.2 RCREEE shall be financed through

- contributions from the Member States, as agreed by the Board of Trustees,

- voluntary contributions from the Member States as well as contributions from the Development Partners or other donors or sponsors,
- income of the Centre's activities.

9.3 The funds of the Centre shall be pooled in a fund which is overseen by the Executive Committee.

9.4 the Executive Committee shall approve the financial and administrative regulations of the centre's activities

9.5 RCREEE shall set up financial statements according to Egyptian accounting principles which shall be audited by an accountancy firm with international standing.

9.6 The RCREEE financial year shall correspond to the year of the Gregorian Calendar.

Art. 10: Interpretation, Entry into Force

10.1 The Charta shall be interpreted in the light of the Centre's objectives. In the event of doubt, the interpretation shall prevail which is in favor of the Centre's aims and secures its smooth functioning.

10.2 The Executive Committee has the right to accept new members from the Arab Countries

10.3 This Charta shall become binding and enter into force upon signature of the Member States.

10.4 This Charta has been issued in two languages, Arabic and English. Arabic version counts as the official resource.

(*signatures of RCREEE Member States*)