

ARTICLES OF ASSOCIATION OF WINDEUROPE

I. NAME, REGISTERED OFFICE, OBJECTIVES, GOVERNING POWERS

- Article 1. Name – Legal form - Term
- Article 2. Registered office
- Article 3. Objectives
- Article 4. Governing body
- Article 5. Chief Executive Officer

II. MEMBERS, ACCEPTANCE, EXPULSION, OBLIGATION

- Article 6. Members
- Article 7. Membership categories
 - 7(1) Membership categories
 - 7(2) Non-profit membership
 - 7(3) Corporate membership
- Article 8. Applications for membership
- Article 9. Membership fees and payment
- Article 10. Membership cancellation and termination

III. GENERAL ASSEMBLY

- Article 11. Composition of the General Assembly
- Article 12. Powers of the General Assembly
- Article 13. Procedures of the General Assembly
 - 13(1). Meetings and convocation
 - 13(2). Agenda
 - 13(3). Proxies
 - 13(4). Quorum requirements
 - 13(5). Voting
 - 13(6). Minutes
 - 13(7). Compliance

IV. BOARD

- Article 14. Composition
- Article 15. Appointment of Members to the Board
- Article 16. Regulation to elect Board Members
 - 16(1). Nomination procedure
 - 16(2). Voting procedure and result announcement
- Article 17. Role of Chairperson and Vice-chairperson of the Board
- Article 18. Board meetings
 - 18(1). Meetings and convocation
 - 18(2). Agenda
 - 18(3). Voting
 - 18(4). Written approval
- Article 19. Working groups
- Article 20. Secretariat

V. REPRESENTATION AND LIABILITY

- Article 21. Representation
- Article 22. Liability

IX. MISCELLANEOUS

- Article 23. Internal regulations
- Article 24. Financial year
- Article 25. Liquidation
- Article 26. Founding of the Association
- Article 27. Statutory provisions

I. NAME, REGISTERED OFFICE, OBJECTIVES, GOVERNING POWERS

ARTICLE 1. NAME - LEGAL FORM - TERM

1.1 The name of the association shall be “WindEurope”, hereafter referred to as the “Association”. The Association is a non-profit association, in short "ASBL", incorporated in accordance with the law of 27 June 1921 regarding the non-profit associations, foundations, European political parties and European political foundations.

1.2 The Association is incorporated for an unlimited term.

1.3 It may be dissolved at any time by decision of the General Assembly, in accordance with the applicable law and these Articles of Association.

ARTICLE 2. REGISTERED OFFICE

2.1 The registered office of the Association is at rue d'Arlon 80, B-1040 Brussels, Belgium, in the legal district of Brussels. It may be transferred to any other place in Belgium, in accordance with the law governing the use of languages, by a decision of the Board of Directors to be published in the Annexes to the Belgian State Gazette. In the event the registered office of the Association is transferred to the Dutch or German speaking part of Belgium, a decision of the General Assembly is required.

ARTICLE 3. OBJECTIVES

3.1 The objectives of the Association (“Objectives”) shall be to:

- Promote national, European and international policies and initiatives that strengthen the full development of European and global wind energy markets, technology and electricity systems;
- Promote wind energy research, development and innovation;
- Be the sole and united voice of the European wind energy industry through the joint efforts of its members; and
- Be the driving force for the future direction of the sector.

3.2 To achieve these objectives, the Association will:

- a) Effectively and convincingly communicate and engage in political decision-making processes;
- b) Promote the interests of the wind energy industry to decision-makers in politics and business;
- c) Strengthen the capacity of the national associations, particularly in key markets;
- d) Coordinate the industry at all levels, including with the European institutions and in the member states, in cooperation with its members;
- e) Be the key information source of high quality, credible and accurate data; and
- f) Ensure any trade exhibitions and conferences it organises continue to be the key meeting points for the wind energy industry, setting the political agenda as well as providing the best networking and business opportunities.

3.4 The Association can develop activities in Belgium and abroad which, directly or indirectly, contribute to the abovementioned non-profitable objectives of the Association. This includes, within the legally prescribed limitations, the incidental commercial and profitable activities (including real estate) whose profits will always be reserved for the realisation of the non-profitable objectives.

ARTICLE 4. GOVERNING BODY

4.1 The Association shall be governed by the Board as the key and central decision-making body.

4.2 The Board shall in particular:

- a) Define the strategic objectives and the political positioning of the Association based on the input of the Working Groups and otherwise and delegate authority to the Chief Executive Officer (“CEO”) to take decisions to translate these instructions into actions;
- b) Approve the new members of the Association in accordance with Article 8, if necessary by written procedure in accordance with Article 18(5);
- c) Suspend members in accordance with Article 10;
- d) Submit to the General Assembly for approval, every year, the audited annual accounts of the previous year and the working budget for the coming year; and
- e) Appoint or dismiss the Chief Executive Officer (“CEO”) of the Association in accordance with Article 5.

4.3 The termination of the mandate of the Board members for whatever cause automatically terminates any mandate granted by the Board to such Board members.

ARTICLE 5. CHIEF EXECUTIVE OFFICER

5.1 The Board shall appoint the Chief Executive Officer (hereafter “CEO”). The term of the mandate of the CEO is determined by the Board. The CEO can be revoked at any time by the Board.

5.2 The CEO shall, under the supervision of the Board, serve the Association, the interests of the Association and its governing bodies, under exclusivity. He or she shall be responsible for the management of the Association’s business, the translation of the strategy into actions, and the day-to-day management of the Association.

In addition, the CEO shall:

- a) Be responsible for the Association’s activities;
- b) Be responsible for employing the Association’s staff;
- c) Represent the Association at all levels in its political activities, communication and projects;
- d) Provide information on the strategic direction of the Association;
- e) Present accounts of all the Association’s financial transactions and the financial condition of the Association to the Board;
- f) Prepare and present the working budget for the coming year to the Board;
- g) Manage the functioning of the Association’s bodies, including but not limited to, the Board, the General Assembly and the Working Groups;
- h) Attend Board meetings on an ex-officio basis;
- i) Give recommendation to the Board on the new members of the Association in accordance with Article 8 of the Articles of Association;
- j) Prepare and present the activity of the Association for the Board;
- k) Sign correspondence, deeds of daily management, and other operational tasks; and
- l) Delegate, within the limits of the daily management, authority to a special proxy holder or to the management team of the Secretariat.

II. MEMBERS, ACCEPTANCE, EXPULSION, OBLIGATION

ARTICLE 6. MEMBERS

6.1 The number of members is unlimited and shall in no event be less than three (3). Each member is required to support the Objectives of the Association and its strategy and to not undermine the goals of the Association.

6.2 The Association is composed of members with interests in the wind energy sector, which may be corporations or non-profit organisations, whereby corporation means any organisation with the objective of generating profit irrespective of its legal form.

6.3 Any member that wishes to use the Association's trademarks, trade names, symbols, devices or logos (hereafter "Trade Marks"), can do so provided it is not for commercial ends and the corporate identity is fully respected. The Association, through the CEO, has the right to require a member to refrain from using or to deny a member the right to use its Trade Marks should it consider them misused.

ARTICLE 7. MEMBERSHIP CATEGORIES

7.1 Membership categories

7.1.1. The members of the Association shall be divided into categories, each of which shall have the respective rights and restrictions set out in the terms and conditions of the membership contract. Each category has access to different levels of services identified and defined by the CEO, of the Association and endorsed by the Board. The CEO may propose new membership categories which should be endorsed by the Board and approved by the subsequent General Assembly.

7.1.2. Members shall be allowed to change membership category as per the terms and conditions of their membership contract.

7.1.3. Any affiliates or subsidiaries of which more than 51% is owned by a member of the Association may benefit from the mother company's subscription on a case-by-case basis as decided by the Secretariat. This does not apply to joint ventures and other partnership vehicles established for a limited duration or for a specific project which shall subscribe separately.

7.1.4. Affiliates and subsidiaries, of which less than 51% is owned by an existing member of the Association, shall subscribe to new membership. Members of the Association shall not share their membership benefits with their members, clients or minority-owned affiliates or subsidiaries without express permission of the Secretariat.

7.2 Non-profit membership

7.2.1. There shall be two (2) categories of non-profit organisation membership:

Category A1: Non-profit organisations that are widely recognised for their activities in the field of wind energy and which are legally based in the European Union, accession countries to the EU or EFTA countries. The fee level will depend on the annual turnover from wind energy activities or on the number of members. The A1 category is divided into three sub-categories of associations:

Large non-profit organisations: with more than 500 members and/or an annual turnover of more than €500,000

Medium-sized non-profit organisations: with between 100 and 500 members and/or an annual turnover between €100,000 and €500,000

Small non-profit organisations: with less than 100 members and/or an annual turnover below €100,000

Category A2: All other non-profit organisations with a direct or indirect interest in the wind industry. This category includes research and academic institutions active in the field of wind energy and which do not qualify for the C category because of their commercial activities.

7.3 Corporate membership

7.3.1 The determination of the corporate membership category shall be defined on the basis of the activity of the candidate and/or the services required by the candidate applying for corporate membership.

7.3.2 The level of services will be linked to the level of membership fee paid per membership category. The list of services per membership category is outlined in the Association's internal regulations and on the Association's official website.

The annual corporate membership fee shall be fixed and will be determined by the Board in accordance with Article 8.

7.3.3. There shall be six (6) categories of corporate membership. The determination of each category is indicative:

Category C1: According to their latest approved annual financial accounts, corporations with a global turnover in wind of above €50 million; corporations may have a global installed capacity of over 200 MW (1 MW capacity in development accounts for 0.5 MW in this calculation) and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest

Category C2: According to their latest approved annual financial accounts, corporations with a global turnover in wind of less than €50 million; corporations may have a global installed capacity of between 100 MW and 200 MW (1 MW capacity in development accounts for 0.5 MW in this calculation) and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category C3: According to their latest approved annual financial accounts, corporations with a global turnover in wind of less than €10 million; corporations may have a global installed capacity of between 30 MW and 100 MW (1 MW capacity in development accounts for 0.5 MW in this calculation) and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category C4: According to their latest approved annual financial accounts, corporations with a global turnover in wind less than €1 million; Corporations may have a global installed capacity of below 30 MW (1 MW capacity in development accounts for 0.5 MW in this calculation) and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category LM: The category for 'Leading Members' or 'LM' is open to all corporations with a direct interest in wind who pay the annual subscription determined by the Board in accordance with Article 8 benefiting from a specific set of services in accordance with their activities and strategic interest.

Leading Members will be guaranteed a seat on the Association's Board of Directors.

Category ML: The category for 'Market Leaders' or 'ML' is open to all corporations with a direct interest in wind who pay the annual subscription determined by the Board in accordance with Article 8 benefiting from a specific set of services in accordance with their activities and strategic interest. Market Leaders will be guaranteed a seat on the Association's Board of Directors.

7.3.4. In the case of category upgrade, corporations will be allowed to change membership category in accordance with their actual global turnover level and/or in accordance with the services they require. This change of category will take effect as from the date of signature of their new category.

7.3.5. In case of category downgrade, corporations must document by e-mail to the Chief Executive Officer that they meet the new category requirements on actual global turnover level and/or that they accept the new specific set of services they require. This change of category will take effect as from the date of signature of their new category.

7.3.6. In both cases, the number of votes for the corporation shall correspond to that new membership category as outlined in Article 13(5).

ARTICLE 8. APPLICATIONS FOR MEMBERSHIP

8.1 Any organisation or corporate entity who wishes to become a member shall deliver a written and signed application for membership to the Secretariat of the Association.

8.2 In case of LM or ML, an application shall be accepted if it is approved by the Board. The CEO will make a recommendation prior to the Board meeting. Approval by the Board shall take place with a majority of two thirds of the votes present or represented; any abstained votes will count as votes against.

8.3 For all other membership categories, an application shall be accepted upon approval by the Board by simple majority of votes present or represented. The CEO will make a recommendation prior to the Board meeting.

8.4 The contact details of all members will be recorded in a register as required by law at the registered office of the Association.

8.5 Any Board member who has an interest conflicting with the interests of the Association may not attend the deliberations regarding that item under discussion and cannot exercise his voting right on that item. In case a Board member disputes that it has a conflicting, the Board will, prior to the deliberations regarding that item, decide by simple majority vote whether a conflicting interest exists in respect of that Board member. The Board member in question will not participate in this vote.

ARTICLE 9. MEMBERSHIP FEES AND PAYMENT

9.1 Each member shall pay an annual subscription to the Association, as proposed by the CEO for each category of membership and approved by the Board. This annual subscription will not in any event exceed €500,000.

9.2 The annual subscription payable by the members will be adjusted each year on the basis of the consumer price index of Belgium or any similar indexation chosen by the Board, without the approval of the General Assembly being required.

9.3 Every membership subscription engages the applicant to a one year period with automatic renewal of the subscription at the end of the one year period unless the procedure in Article 10 is met.

9.4 The fiscal year of the Association shall be the calendar year and the deadline for payment of the membership subscription shall be thirty (30) days after the date of invoice.

9.5 Any member who has not paid its subscription fee within thirty (30) days of the date on which it became due, shall be notified by the CEO of the Association by means of written notice. A member with any outstanding debts to the Association of more than sixty (60) business days shall no longer have the right to participate in any of the activities of the Association and /or receive services thereof. This will be further specified in the membership contract approved from time to time by the Board and/or in the internal regulations of the Association.

9.6 In the event of a merger, demerger, contribution of universality, contribution of branch activity or restructuring of an entity that is a member of the Association, the annual subscription will be based on the annual global turnover of the combined entities as from the official date of the merger, demerger, contribution or restructuring.

ARTICLE 10. MEMBERSHIP CANCELLATION AND TERMINATION

10.1 A member shall cease to be a member of the Association:

- a) By giving notice of cancellation in writing to the Association by the latest on 30th September of each calendar year.
 - (i) In the event of cancellation of membership prior to or on 30th September, the member shall pay any outstanding amount within sixty (60) business days of cancelling its membership. The member will continue to be entitled to receive services and information and to participate in the activities of the Association as determined in the membership contract until the expiration of the contracted term. If the Association does not receive full payment within sixty (60) business days of such cancellation, the member shall be notified by the CEO of the Association by means of written notice and shall no longer have the right to participate in any of the activities of the Association and receive services and information thereof during the remainder of their term. This will be further specified in the membership contract approved from time to time by the Board and/or in the internal regulations of the Association.
 - (ii) In the event of cancellation of membership after 30th September, the member shall pay any outstanding amount within ninety (90) business days of cancelling its membership. The member will continue to be entitled to receive services and information and to participate in the activities of the Association. However, as the notice date has passed, the membership contract will be deemed to have been extended for another contracted term, i.e. twelve (12) months. If the Association does not receive full payment within ninety (90) business days of such cancellation, the member shall be notified by the CEO of the Association by means of written notice and shall no longer have the right to participate in any of the activities of the Association and receive services and information thereof during the remainder of their term. This will be further specified in the membership contract approved from time to time by the Board and/or in the internal regulations of the Association.
- b) If expelled by the General Assembly of the Association with a vote of two-thirds majority of those votes present or represented, any abstained votes will count as votes against. A member not supporting the Objectives of the Association and its strategy or which does not comply with the Articles of Association of the Association can, on the basis of a resolution from the Board adopted by two-thirds majority of the seats of the Board members, be suspended awaiting a decision of the General Assembly. Following the decision of the Board to suspend the member, the General Assembly shall decide by two-thirds majority whether the suspension becomes an exclusion at the latest six (6) months after the suspension takes effect. The member shall have the right in every case to present its defense beforehand; or
- c) In case of insolvency, bankruptcy, a judicial reorganisation, a liquidation or dissolution procedure and for this reason the discontinuation of payment of that member.

10.2 No member that has ceased to be a member of the Association in accordance with Article 10 (a), (b) or (c), nor any successor thereof, shall have any rights to the assets of the Association, and such a member may not demand accounts and justification, sealing, or an inventory. He shall remain liable for the subscription of the current financial year and also for any debts of the member due to the Association.

10.3 No cancellation, expulsion or termination of any membership shall relieve any member from full payment of any and all dues and other fees (including the payment of the annual subscription to the Association in accordance with Article 10) and assessments remaining unpaid on the date of such cancellation, expulsion or termination. Upon cancellation, expulsion or termination of membership, a member shall not be entitled to a refund of any amounts paid during membership.

III. GENERAL ASSEMBLY

ARTICLE 11. COMPOSITION OF THE GENERAL ASSEMBLY

11.1 The General Assembly comprises all members. The Chairperson of the Board, or in his or her absence the Vice-Chairperson of the Board, chairs the General Assembly.

ARTICLE 12. POWERS OF THE GENERAL ASSEMBLY

12.1 The General Assembly has all powers explicitly conferred to it by law and the Articles of Association. The powers of the General Assembly include the right:

- a) To modify the Articles of Association;
- b) To expel a member;
- c) To elect, appoint and dismiss the members of the Board;
- d) To approve the annual accounts of the previous year and the working budget;
- e) To appoint and dismiss the statutory auditor and determine its remuneration;
- f) To discharge the members of the Board and the statutory auditor;
- g) To decide to start legal proceedings against any member, or member of the Board, of the Association;
- h) To approve the conversion of the Association into a company with social purpose; and
- i) To dissolve the Association.

ARTICLE 13. PROCEDURES OF THE GENERAL ASSEMBLY

13.1 Meetings and convocation

13.1.1. An Ordinary General Assembly shall be held once a year, within six (6) months as of the closing of the last financial year. In addition, an Extraordinary General Assembly can be called upon the initiative of the Board or upon the request of at least one-fifth of the Association's members. Should one-fifth of the members exercise their right to call an Extraordinary General Assembly, such a meeting shall be convened within a period not exceeding twenty (20) business days after the members' request.

13.1.2. The General Assembly is called by the Board by means of an e-mail, at least ten (10) business days prior to such a meeting. The invitation shall contain the agenda and all supporting documentation of the General Assembly and shall specify the date, time, and place of the meeting. Any proposal signed by at least one-twentieth of the Association's members shall be included on the agenda.

13.2 Agenda

13.2.1. The General Assembly can only validly deliberate on the items placed on the agenda. By way of exception an item not placed on the agenda may be voted upon subject to the approval of the majority of the members present or represented at the General Assembly. Resolutions regarding items which were not placed on the agenda shall only take effect if the majority of the members do not object to these resolutions within five (5) business days of being notified of the resolution. The e-mail sent to the members informing them of the resolutions adopted on items not placed on the agenda shall mention the members' right to object to these resolutions within five (5) business days by means of a written notification, including e-mail, to the CEO.

13.3 Proxies

13.3.1. Each member has the right to participate in any General Assembly. Members may be granted up to five (5) written proxies from other members in order to represent them at any General Assembly.

13.4 Quorum requirements

13.4.1. With the exception of any specific quorum requirements according to law or to the Articles of Association, the General Assembly deliberates validly whatever the number of members present or represented.

13.4.2. The General Assembly can only deliberate and resolve on a modification of the Articles of Association if the object of the modification has been announced in accordance with Article 13(1) and if at least two-thirds of all members are present or represented. In case such quorum has not been reached at the first General Assembly, a second General Assembly may be called which may deliberate and resolve irrespective of the number of members present or represented. A modification of the Articles of Association shall be adopted with a majority of two-thirds of the votes present or represented, any abstained votes will be counted as votes against. A modification of the Objectives of the Association, as set out in Article 3, shall be adopted with a four-fifths majority of the votes present or represented, any abstained votes will be counted as votes against.

13.5 Voting

13.5.1. Each member who is present or represented shall have in principle the number of votes stated opposite the category of membership in which they are registered as a member, as set out below:

Category A1	2 votes
Category A2	1 vote
Category ML	15 votes
Category LM	10 votes
Category C1	5 votes
Category C2	3 votes
Category C3	2 votes
Category C4	1 vote

13.5.2. However, with respect to the election of the Board members, the principle of one member one vote applies.

13.5.3. The Chairperson of the General Assembly shall not vote, except in the event of a tied vote where he/she has the right to exercise a further or casting vote.

13.5.4. Without prejudice to specific majority requirements imposed by law or the Articles of Association, a simple majority of the votes will decide a resolution at a General Assembly. In cases requiring a specific majority of votes, abstentions shall be counted as votes against.

13.5.5. Any member who has, in respect of an item of the agenda, an interest conflicting with the interest of the Association may not attend the deliberations regarding that item and cannot exercise his/her voting right on that item. In case a member disputes that it has a conflicting interest, the General Assembly will, prior to the deliberations regarding that item, decide by a simple majority vote whether a conflicting interest exists in respect of that member. The member in question shall participate in this vote.

13.6 Minutes

13.6.1. The decisions are laid down in the minutes drawn up by the Secretariat and submitted for approval to the next General Assembly. These minutes are kept at the disposal of the members at the registered office of the Association.

13.7. Compliance

13.7.1. Any modification to the Articles of Association, as well as any appointment, dismissal, resignation or demise of a member of the Board or of the statutory auditor shall, amongst others, be published in the Annexes to the Belgian State Gazette as soon as possible after that General Assembly.

IV. BOARD

ARTICLE 14. COMPOSITION OF THE BOARD

14.1. The Board shall be comprised of a minimum of three (3) members, each of whom represents a legal entity which is a member of the Association, as elected by the General Assembly. However, if the Association only has three (3) members, the Board can be composed of two (2) members.

14.2. Corporate Board members shall be represented by individuals from the corporations of the highest level possible. The Board member for each A1 category member shall be represented by its CEO or its most senior executive.

14.3. The Board shall be comprised of the following:

- a) 1 Chairperson of the Board
- b) 1 representative of each Leading Member and Market Leader (including the Vice-Chairperson)
- c) 4 representatives of C categories
- d) 3 representatives of A1 category

14.4. The CEO of the Association shall attend the meetings of the Board on an ex-officio basis. Other members of the Secretariat may be invited to attend the meetings of the Board at the invitation of the CEO.

ARTICLE 15. APPOINTMENT OF MEMBERS TO THE BOARD

15.1. The members of the Board shall be elected by the General Assembly from among the candidates presented by the members who have the right of representation on the Board in accordance with Article 14 of the Articles of Association.

15.2. The members of the Board must be legal persons. Each legal person appointed as a member of the Board shall appoint a main representative and an alternate representative who will attend in the event that the main representative is unavailable.

15.3. The members of the Board representing C and A1 categories are appointed from amongst the candidates presented by the members of the C and A1 categories for a two (2) year period by a simple majority of votes cast or represented at the General Assembly. Market Leaders and Leading Members automatically have a seat on the Board as per Article 14.

15.4. Board members can be re-elected. Their mandate may be revoked at any time (*ad nutum*) by the General Assembly

15.5. If an elected C or A1 category Board member ceases to be a member of the Association during its term, that Board member shall be deemed to have resigned. The resulting vacant post on the Board shall remain temporarily empty and must be filled by election at the next General Assembly. The replacement Board member will serve out the rest of that Board term and can stand for re-election at the start of the next Board term.

15.6. In the case of an upgrade of a member in a C-category Board seat to LM or ML during its term on the Board, its C-category seat on the Board shall remain temporarily empty and must be filled by election at the next General Assembly. The replacement Board member will serve out the rest of that Board term and can stand for re-election at the start of the next Board term

15.7 In the event of a merger, demerger, contribution of universality, contribution of branch activity or restructuring of a Leading Member or Market Leader of the Association which results in the new entity created from the merger, demerger, contribution or restructuring having two or more representatives on the Board, one of the Board members shall be deemed to have resigned. The pre-existing members involved in the merger, demerger, contribution or restructuring shall determine which Board member resigns and shall inform the CEO of the decision within one (1) month of the formal completion of the merger, demerger, contribution or restructuring.

15.8 In the event of a merger, demerger, contribution of universality, contribution of branch activity or restructuring of a member of the Association in the C category which results in the new entity created from the merger, demerger, contribution or restructuring having two or more representatives on the Board, one of the Board members shall be deemed to have resigned. The pre-existing members involved in the merger, demerger, contribution or restructuring shall determine which Board member resigns and shall inform the CEO of the decision within one (1) month of the formal completion of the merger, demerger, contribution or restructuring. Their post shall stay empty until filled by an election at the next General Assembly. The replacement Board member will serve out the rest of that Board term and can stand for re-election at the start of the next Board term

ARTICLE 16. REGULATION TO ELECT BOARD MEMBERS

16.1. Nomination procedure

16.1.1. The Secretariat shall circulate a nomination form by e-mail calling for the nomination of candidates from each of the respective categories that are entitled to elected representation on the Board in accordance with Article 14 of the Articles of Association. Candidates may only nominate themselves. The call shall contain a specified deadline for the return of the nomination form. Candidates may include brief personal statements of their motivation for standing for election if they so desire. Only those candidates who have been validly nominated in writing and acknowledged in writing by the Secretariat shall be included on the ballot papers. The Secretariat will circulate a list of all candidates, and any additional information provided, to all members ahead of the General Assembly.

16.2. Voting procedure and result announcement

16.2.1. In accordance with Article 13.5.2., the principle of 'one member one vote' applies for the election of the candidates.

16.2.2. The Secretariat shall distribute a ballot paper to all members of the Association present at the General Assembly. Additional ballot papers will be issued to any member who can demonstrate that they hold a valid proxy for another member.

16.2.3. After receipt of the ballot paper, every member of the Association may record its vote for the preferred candidate for each seat that is open for election on the paper. No more than one vote may be cast for any one candidate. Any ballot paper which either includes more than one vote for any candidate and/or includes more votes than there are seats on the Board will be rejected in its entirety.

16.2.4. All votes shall be counted during the General Assembly by a member of the Secretariat in presence of the Chairperson or in his/her absence, one other member who is not a candidate for election.

16.2.5. The Chairperson, or in his/her absence one other member who is not a candidate for election, shall report the results of the voting at the General Assembly. The results of the voting will be communicated to the entire membership via email within five (5) business days.

ARTICLE 17. ROLE OF CHAIRPERSON AND VICE-CHAIRPERSON OF THE BOARD

17.1. The Chairperson of the Board shall be the CEO or similar function of a Market Leader or Leading Member of the Association. He/she shall be elected by the Board by a two-thirds majority of the seats; any abstained votes will count as votes against. The term shall be for an eighteen (18) month period renewable only after a minimum one term break. The Chairperson of the Board can be revoked at any time by the Board by a two-thirds majority of the seats; any abstained votes will count as votes against.

17.2. The Vice-Chairperson of the Board shall be the Board representative of a Market Leader or Leading Member of the Association. He/she shall be elected by the Board by a two-thirds majority of the seats; any abstained votes will count as votes against. The term shall be for an eighteen (18) month period renewable only after a minimum one term break. The Vice-chairperson of the Board can be revoked at any time by the Board by a two-thirds majority of the seats; any abstained votes will count as votes against.

17.3. The Chairperson of the Board shall:

- Chair the Board meetings of the Association;
- Chair the General Assembly of the Association;
- Act as the public face of the Association and its members in line with the Association's strategy and agreed positions;
- Facilitate high-level contacts at the European Institutions and globally;
- In his/her absence, delegate authority to the Vice-Chairperson of the Board to preside the Board meetings of the Association;
- In his/her absence, delegate authority to the Vice-Chairperson of the Board to chair the General Assembly of the Association; and
- Have the casting vote in the General Assembly and the Board, if necessary.

17.4. The Vice-Chairperson of the Board shall, upon the request of the Chairperson:

- Chair the Board meetings of the Association;
- Chair the General Assembly of the Association;
- Act as the public face of the Association and its members in line with the Association's strategy and agreed positions;
- Facilitate high-level contacts at the European Institutions and globally; and
- If chairing the meeting in question, have the casting vote in the General Assembly and the Board, if necessary. On such an occasion, the Vice-chair's right to vote on behalf of his/her organisation will be rescinded and he/she should not take part in the initial vote.

ARTICLE 18. BOARD MEETINGS

18.1. Meetings and convocation

18.1.1. The Board will in principle meet four (4) times per year.

18.1.2 Board meetings may be held in person, by telephone or virtually. The Board may also adopt written resolutions in accordance with Article 18(5) of the Articles of Association.

18.1.3. Invitations to Board meetings shall be sent by the Chairman to Board members by e-mail at least five (5) business days prior to the Board meeting and shall contain an agenda and any supporting documents. In urgent cases, this notice may be shorter.

18.1.4. In order for the Board to deliberate validly, at least the simple majority (i.e. half + one (1)) of the Board members must be present or represented at each meeting.

18.1.5. Any Board member unable to attend a Board meeting, may be represented by their Board Alternate. Should both the Board member and the alternate be unable to attend a Board meeting, the Board

member can give to any other Board member, by any means of communication (for example, by letter, fax or e-mail), a written proxy to represent it and vote in its name at the occasion of such Board meeting.

18.2 Agenda

18.2.1. The Board can only validly deliberate on the items placed on the agenda. By way of exception, an item not placed on the agenda may be voted upon subject to the approval of the majority of the Board members present or represented at that meeting. Resolutions regarding items which were not placed on the agenda shall only take effect if the majority of the members of the Board do not object to these resolutions within five (5) business days as of being notified of the resolution. The email sent to the Board members informing them of the resolutions adopted on items not placed on the agenda shall mention the Board members' right to object to these resolutions within five (5) business days by means of written notification including e-mail to the CEO.

18.3. Voting

18.3.1. Each Board member present or represented shall be entitled to exercise one vote per item for decision. Except otherwise provided for in the law or in these Articles of Association, all decisions of the Board are taken by simple majority. In relation to special cases requiring a specific majority of votes, abstentions shall be counted as votes against

18.3.2. Any Board member who has, with respect to an item on the agenda, a conflict of interest with the Association may not attend the deliberations regarding that item and cannot exercise their voting right on that item. In case a Board member disputes that he or she has a conflicting interest, the Board will, prior to the deliberations regarding that item, decide by a simple majority vote of those present or represented whether a conflicting interest exists in respect of that Board member. The member in question shall not participate in this vote.

18.3.3. The Chair of the meeting shall exercise the casting vote if necessary in the event of a tied vote.

18.4 Minutes

18.4.1. The decisions are laid down in the minutes and submitted to the next Board meeting for approval. The minutes are kept at the registered office of the Association.

18.5 Written approval

18.5.1. In circumstances where items require Board approval outside of Board meetings, items proposed by the CEO may be submitted for written approval throughout the calendar year. All items submitted for written approval must be first deliberated at a prior Board meeting except for new membership applications which can be approved by the Board via online vote without prior deliberation at a Board meeting.

18.5.2. The procedure for written approval is as follows:

- The item(s) for approval should be submitted to the Board along with any supporting documents via e-mail.
- The Board will vote on the item(s) for approval via the online voting system, as provided, within five (5) business days of the communication or by the date specified in the communication.
- All decisions should be approved by simple majority of votes cast or represented unless otherwise specified in the Articles of Association.
- The results of the online voting will be communicated to the Board members no later than five (5) business days after the close of the vote.

ARTICLE 19. WORKING GROUPS

19.1. The Board shall decide to create working groups (the “Working Groups”), whose aims and terms of reference it will fix, review and approve every two (2) years, but which must be set up to meet strategic priorities of the Association and respect the Competition Compliance Guidelines as determined from time to time by the Board. The Working Groups may be temporary or permanent and can be suspended or dissolved by the Board. Access to membership of the Working Groups is to be defined by the membership category services as per the membership contract terms and conditions. Under exceptional circumstances, any members or non-members may be invited to join by the CEO.

19.2. The Board will appoint the chairperson for each Working Group from among its members. If under exceptional circumstances a special degree of expertise is needed to perform the task, which is not present in the Board, the Board may appoint an appropriately qualified person.

19.3. The Working Groups will have an advisory role to facilitate Board decisions, and will provide an activity report for every Board meeting. The Board and the General Assembly remain the decision-making bodies of the Association.

19.4. The CEO monitors and coordinates the activities of the Working Groups. 19.5. The Chairpersons of each Working Group and the Secretariat shall convene and organise the work of the Working Groups in consultation with the members. The Board shall approve the annual work plans of the Working Groups.

ARTICLE 20. SECRETARIAT

20.1. The composition and organisation of the Secretariat is determined by the CEO in accordance with the recommendations of the Board.

20.2. The Secretariat carries out, under the supervision of the CEO, the administrative tasks of the Association, such as the maintaining of all records of the Association.

VII. REPRESENTATION AND LIABILITY

ARTICLE 21. REPRESENTATION

21.1. The Association is validly represented vis-vis third parties and in courts, whether as claimant or as defendant, by the Board. Notwithstanding the general powers of representation of the Board, any deed, piece or legal act made by the Association, shall be validly signed by any two of the following persons acting jointly: the CEO or the Chairperson or the Vice-Chairperson, who do not have to provide any justification towards third parties of a prior decision of the Board. The CEO shall have the power to validly sign alone all acts related to the daily management of the Association. In addition, special proxy holders may represent the Association within the limits of their special proxy.

ARTICLE 22. LIABILITY

22.1. The CEO or Chairperson or Vice-Chairperson or the Board members do not undertake any personal obligation as a result of their mandate.

IX. MISCELLANEOUS

ARTICLE 23. INTERNAL REGULATIONS

23.1. The CEO may draw up internal regulations which, in order to have legal effect, may not contradict the Articles of Association and which shall be approved by the General Assembly.

ARTICLE 24. FINANCIAL YEAR

24.1. The financial year of the Association shall run from 1 January until 31 December of each year.

ARTICLE 25. LIQUIDATION

25.1. In the event of the dissolution of the Association, the General Assembly shall appoint one or more liquidators, determine their competence and decide on the purpose given to the net assets of the Association.

ARTICLE 26. FOUNDING OF THE ASSOCIATION

26.1. The Association was formed on 12 December 2001 by and between:

- Turbowinds, NV, having its registered office at Brusselsesteenweg 340, 3090 Overijse, Belgium;
- 3E, NV, having its registered office at Verenigingstraat 39, 1000 Brussels, Belgium;
- Pauwels International, NV, having its registered office at Antwerpsesteenweg 167, 2800 Antwerpen, Belgium (Currently CG Holdings Belgium NV, following the name change on October 15, 2009);
- the Hellenic Wind Energy Association, having its registered office at 19th Km Marathonos Av., Pikermi 190 09 , Attica, Greece; and
- the Danish Wind Industry Association, Forening, having its registered office at Vester Voldgade 106, DK 1552 Copenhagen, Denmark.

Article 27. STATUTORY PROVISIONS

27.1. All matters not expressly regulated by these Articles of Association shall be governed by the applicable statutory provisions or by the internal regulations of the Association. In the event of contradiction between the provisions of the Articles of Association, the internal regulations and the statutory provisions, the statutory provisions shall prevail and the Articles of Association shall prevail over the internal regulations.
