



Statutes of the European Wind Energy Association  
As adopted by the EWEA Special General Meeting at its meeting on 30 September 2014

## **I. Name, registered office, objective**

**Article 1.** The name of the association shall be “European Wind Energy Association” or abbreviated to “EWEA”, hereafter referred to as the “Association”.

**Article 2.** The registered office of the Association is at rue d'Arlon 80, B-1040 Brussels, Belgium, in the legal district of Brussels. The members of the Board of the Association, hereafter referred to as the “Board”, may resolve to transfer the registered office to any other place, which must be published in accordance with Belgian law.

**Article 3.** 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;
- be the driving force for the future direction of the sector.

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;
- 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.

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.

## **II. Members, acceptance, expulsion, obligation**

**Article 4.** The Association is composed of members active 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.

The number of members is unlimited and shall in no event be less than three. Each member is required to support the Objectives of the Association and its strategy.

Every membership subscription engages the applicant for a one-year period with automatic renewal of the subscription at the end of the one-year period unless the procedure in Article 7 is met.

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

Regardless of the above, EWEA has the right to deny a member the right to use the Association's Trade Marks.

**Article 5.** The members of the Association shall be divided into categories, each of which shall have the respective rights and restrictions set out in these Articles of the Statutes. Each category has access to different levels of services identified and defined by the Secretariat of the Association.

### **5.1 Non-profit organisation membership**

There shall be two categories of non-profit organisation membership:

Category A1: Associations 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, who pay the annual subscription determined by the Board in accordance with Article 8. 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 associations with more than 500 members and/or an annual turnover of more than €500,000
- Medium-sized associations with between 100 and 500 members and/or an annual turnover between €100,000 and €500,000
- Small associations 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. The annual subscription for members in this category shall be fixed and will be determined by the Board in accordance with Article 8. This category includes research and academic institutions active in the field of wind energy and which do not qualify for the C category as part of their commercial activities.

### **5.2 Corporate membership**

The determination of the corporate membership category shall be defined on the basis of the major activity of the candidate applying for corporate membership.

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

There shall be four categories of corporate membership:

Category C1: Corporations with a global turnover in wind of over €50 million; developers, power producers and asset owners with a global installed capacity of over 200 MW (1 MW capacity in development accounts for 0.5 MW in this calculation).

Category C2: Corporations with a global turnover in wind of between €10 million and €50 million; developers, power producers and asset owners with global installed capacity of between 100 MW and 200 MW (1 MW capacity in development accounts for 0.5 MW in this calculation).

Category C3: Corporations with a global turnover in wind of between €1 million and €10 million; developers, power producers and asset owners with global installed capacity of between 30 MW and 100 MW (1 MW capacity in development accounts for 0.5 MW in this calculation).

Category C4: Corporations with a global turnover in wind below €1 million; developers, power producers and asset owners with global installed capacity of below 30 MW (1 MW capacity in development accounts for 0.5 MW in this calculation).

Category LM: There shall be one category of 'Leading Members', also referred to as LM, open to all corporations who pay the annual subscription determined by the Board in accordance with Article 8. The LM category is divided into three sub-categories, each of them benefiting from a specific set of services in accordance with their activities and strategic interest. The sub-category allocation shall be determined in accordance with the profile of that corporation:

- Market Leaders
- Manufacturers and other corporations
- Developers, power producers and asset owners

The annual Leading Membership fees shall be fixed and will be determined for each sub-category by the Board in accordance with Article 8.

Corporations shall be allowed to change membership category in accordance with their actual global turnover level, with this change of category taking effect as from the start of the following calendar year. In case of category downgrade, corporations must document by e-mail to the Chief Executive Officer that they meet the new category requirements. The number of votes for the corporation shall correspond to that new membership category.

**Article 6.** Any organisation who wishes to become a member shall deliver a written and signed application for membership to the Association.

In case of Leading Membership, an application shall be accepted if it is approved by the Board. The Chief Executive Officer 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 Board member that has a conflict of interest must abstain from voting.

For all other membership categories, an application shall be accepted upon approval by the Board by simple majority. The Chief Executive Officer will make a recommendation prior to the Board meeting.

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

**Article 7.** A member shall cease to be a member of the Association:

- (a) by giving notice of resignation in writing to the Association at least six months before the end of the calendar year; or
- (b) if expelled by the General Assembly of the Association.  
A member not supporting the Objectives of the Association and its strategy or which does not comply with the Articles of the Statutes of the Association can, on the basis of a resolution from the Board adopted by an absolute 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 simple majority whether the suspension becomes an exclusion at the latest six months after the suspension takes effect; or
- (c) if it fails to pay the subscription within one month of receipt of a written notice requesting that it does so; or
- (d) in case of insolvency, bankruptcy, a judicial reorganisation, a liquidation or dissolution procedure and for this reason the discontinuation of payment of that member.

No resigning or excluded member, nor any successor thereof, shall have any rights to the assets of the Association. They may not demand account and justification, sealing, or an inventory.

**Article 8.** Each member shall pay an annual subscription to the Association, as proposed by the Secretariat for each category of membership and approved by the Board. This annual subscription will not in any event exceed €500,000.

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

Any affiliates or subsidiaries of which more than 50% is owned by an EWEA member 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.

Affiliates and subsidiaries, of which less than 50% is owned by an existing EWEA member, shall subscribe to new membership. Members of EWEA shall not share their membership benefits with their members, clients or minority-owned affiliates or subsidiaries without express permission of the Secretariat.

In the event of a merger, spin-off 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, spin-off or restructuring.

The fiscal year of the Association shall be the calendar year and the deadline for payment of the membership subscription shall be thirty days after the date of invoice. Membership subscriptions that arise after the beginning of the fiscal year shall be reduced, as follows, according to the starting date of membership.

Members contracted between:

- 1 January and 31 March will be charged 100% of the annual subscription;
- 1 April and 30 June will be charged 75% of the annual subscription;
- 1 July and 30 September will be charged 50% of the annual subscription;
- 1 October and 31 December will be charged 25% of the annual subscription.

Any member who has not paid its subscription within one month of the date on which it became due, shall be notified by the Chief Executive Officer of the Association by means of written notice. A member with any outstanding debts to the Association of more than sixty days shall no longer have the right to participate in any of the activities of the Association and /or receive services thereof.

A member whose membership is terminated (including members whose membership is terminated in accordance with Article 7, c) and d) ), suspended or who resigns from the Association, shall no longer have the right to participate in any of the activities of the Association and/or receive information regarding the Association, as applicable. No resignation, termination or suspension 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 8) and assessments remaining unpaid on the date of such resignation, suspension or termination. Upon resignation, suspension or termination of membership, a member shall not be entitled to a refund of any amounts paid during membership.

### **III. General Assembly**

**Article 9.** The General Assembly comprises all members.

The Chairperson of the Board, or in his or her absence the Vice-Chairperson of the Board, or in their absence the Chief Executive Officer, chairs the General Assembly.

**Article 10.** The General Assembly has all powers explicitly conferred to it by law and the Articles of the Statutes. The powers of the General Assembly include the right:

- a) to modify the Articles of the Statutes;
- 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 approve the Association's by laws and the modifications thereof;
- h) to decide to start legal proceedings against any member, or member of the Board, of the Association;
- i) to dissolve the Association.

**Article 11.** The General Assembly shall be held once a 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 thirty days after the members' request. Furthermore, another meeting for all EWEA members, not a General Assembly, shall be held once a year.

**Article 12.** The General Assembly is called by the Chief Executive Officer or the Chairperson of the Board by means of an e-mail, at least 15 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.  
Any proposal signed by at least one-fifth of the Association's members shall be included on the agenda.

**Article 13.** Each member has the right to participate in any General Assembly. Members may be granted up to five written proxies from other members in order to represent them at any General Assembly.

**Article 14.** With the exception of any specific quorum requirements according to law or to the Articles of the Statutes, the General Assembly deliberates validly whatever the number of members present or represented.

**Article 15.** 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 C1	4 votes
Category C2	3 votes
Category C3	2 votes
Category C4	1 vote
Category LM	10 votes

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

The Chairperson of the General Assembly shall not normally vote and shall in the event of a tied vote exercise a further or casting vote.

Without prejudice to specific majority requirements imposed by law or the Articles of the Statutes, a simple majority of the votes will decide a resolution at a General Assembly. Neither invalid votes nor abstentions will be taken into consideration for the calculation of votes.

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.

**Article 16.** The General Assembly can only deliberate and resolve on a modification of the Articles of the Statutes if the object of the modification has been announced in accordance with Article 12 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 the Statutes shall be adopted with a majority of two-thirds of the votes present or represented. A modification of the Objectives of the Association set out in Article 3 shall be adopted with a four-fifths majority of the votes present or represented.

**Article 17.** 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 Chairperson of the meeting. 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 calendar days of being notified of the resolution. The email 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 calendar days by means of a written notification including e-mail to the Chief Executive Officer.

**Article 18.** The decisions are laid down in the minutes drawn up and signed by the Chief Executive Officer and the Chairperson of the Board.

**Article 19.** Any modification of the Articles of the Statutes, as well as any appointment, dismissal, resignation or demise of a member of the Board shall be published in the Annexes to the Belgian State Gazette within a one month period from that General Assembly.

#### **IV. Board**

##### **A. Composition of the Board**

**Article 20.** The Board shall be comprised of a minimum of three members, each of whom represents a legal entity which is a member of the Association, elected by the General Assembly.

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 Chief Executive Officer or its most senior executive.

The Board shall be comprised of the following:

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

The Chief Executive Officer of the Association shall attend the meetings of the Board on an ex-officio basis.

In order to ensure the Board remains of a workable size, Article 20 will be reviewed by the Board should the number of Board members, excluding the Chairperson of the Board, exceed twenty-five persons. On the basis of the review, the Board may make a recommendation to the General Assembly for it to modify Article 20.

##### **B. Appointment of members of the Board**

**Article 21.** The members of the Board shall be elected by the General Assembly from among the candidates who have the right of representation on the Board in accordance with Article 20 of the Statutes.

The members of the Board may be either physical or legal persons. If a legal person is appointed as member of the Board, it shall appoint a permanent representative and a deputy who will attend in the

event that the member is unavailable.

The members of the Board are appointed by simple majority vote for a two year period. Each Board member can only serve two consecutive terms, renewable only after a minimum one term break.

The procedure used by the General Assembly to elect the members of the Board shall be laid down in an internal regulation 'Internal regulation to elect the Board members' drawn up by the Secretariat and approved by the General Assembly.

When a member ceases to be a member of the Association, the Board member representing that member, if there is one, shall be deemed to have resigned. His/her post on the Board shall stay empty and must be filled by election at the General Assembly, in accordance with Article 20.

In the event of a merger, spin-off or restructuring of a Leading Member of the Association which results in the new entity created from the merger, spin-off 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, spin-off or restructuring shall determine which Board member resigns and shall inform the Chief Executive Officer of the decision within one month of the formal completion of the merger, spin-off or restructuring.

In the event of a merger, spin-off or restructuring of a member of the Association in the C category which results in the new entity created from the merger, spin-off 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, spin-off or restructuring shall determine which Board member resigns and shall inform the Chief Executive Officer of the decision within one month of the formal completion of the merger, spin-off or restructuring. His/her post shall stay empty until filled by an election at the next General Assembly.

### **C. Chairperson and Vice-Chairperson of the Board**

**Article 22.** The Chairperson of the Board shall be the CEO or similar function of a Leading Member of the Association. He or she shall be elected by the Board by absolute majority of the seats. The term shall be for an eighteen month period renewable only after a minimum one term break.

The Vice-Chairperson of the Board shall be the Board representative of a Leading Member of the Association. He or she shall be elected by the Board by absolute majority of the seats. The term shall be for an eighteen month period renewable only after a minimum one term break.

Under exceptional circumstances, the Board may decide to appoint a political figure as Chairperson of the Board, who therefore is not a member of EWEA. The term of such an appointment will be the same as that for an elected Chairperson.

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 EWEA strategy and agreed positions;
- facilitate high-level contacts in Brussels and globally;
- in his or her absence, delegate authority to the Vice-Chairperson of the Board to preside the Board meetings of the Association;
- in his or her absence, delegate authority to the Vice-Chairperson of the Board to chair the General Assembly of the Association;
- have the casting vote in the General Assembly and the Board, if necessary.

The Vice-Chairperson of the Board shall, upon the request of the Chairperson or Chief Executive Officer:

- 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 EWEA strategy and

- agreed positions;
- facilitate high-level contacts in Brussels and globally.

#### **D. Board meetings**

**Article 23.** Board meetings shall be held six times a year.

Invitations to Board meetings shall be sent to Board members by e-mail at least one working week prior to the Board meeting and shall contain a detailed agenda and concise supporting documents for strategic debate and effective and rapid decision. The Board deliberates validly regardless of the number of Board members present or represented.

Board meetings may be held in person, by telephone or virtually.

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 Chairperson of the Board. 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 calendar 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 calendar days by means of written notification including email to the Chief Executive Officer.

Each Board member present or represented shall be entitled to exercise one vote. All decisions are taken by simple majority unless specified in these Articles of the Statutes.

The Chairperson of the Board shall exercise the casting vote if necessary in the event of a tied vote. Neither invalid votes nor abstentions will be taken into consideration for the calculation of votes.

The decisions are laid down in the minutes drawn up and signed by the Chief Executive Officer and the Chairperson of the Board. The minutes are kept at the registered office.

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 his/her 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 whether a conflicting interest exists in respect of that Board member. The member in question shall participate in this vote.

#### **E. Powers**

**Article 24.** The Association shall be governed by the Board as the key and central decision-making body.

The Board shall in particular:

- 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 to take decisions to translate these instructions into concrete actions;
- approve the new members of the Association in accordance with Article 6, if necessary by written procedure;
- suspend members in accordance with Article 7;
- 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;
- set up and dissolve Working Groups, and appoint the chairperson of each of the Working Groups.

The termination of the mandate of the Board member for whatever cause automatically terminates any mandate granted by the Board.

## V. Working Groups and National Associations Network

**Article 25.** The Board shall decide to create Working Groups, whose aims and terms of reference it will fix, review and approve every two years, but which must be set up to meet strategic priorities of the Association and respect the Competition Compliance Guidelines. The Working Groups may be temporary or permanent and can be suspended and dissolved by the Board. Access to membership of the Working Groups is to be defined by the Board encouraging appropriate participation from across the EWEA membership. Under exceptional circumstances non-members may be invited.

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

The Chief Executive Officer monitors and coordinates the activities of the Working Groups. The Board will appoint the Chairperson from among its members unless under exceptional circumstances a special degree of expertise is needed to perform its tasks, which is not present in the Board, in which case the Board will appoint an appropriately qualified person.

The Chairperson and the Secretariat shall convene and organise the work of the Working Group in consultation with the members. The Board shall approve the annual work plans.

**Article 26.** The Chief Executive Officers of the National Associations Network shall meet at least three times a year to agree the work programme of the National Association Network and to coordinate the wind industry's voice.

Given the increasing tendency for policy to be defined on a European level, National Associations shall coordinate their work with EWEA to ensure the wind energy sector speaks with one voice to European decision-makers.

The Network of National Associations is tasked in particular with regular working meetings to:

- coordinate the implementation of the wind industry's messaging to national governments, the European Council and Council of Ministers;
- build capacity of national associations in key, emerging and future markets;
- support the development of favourable national regulatory and market frameworks, particularly in key, emerging and future markets for wind;
- collect and make available national regulatory and statistical data;
- exchange good practice.

## VI. Chief Executive Officer

**Article 27.** The Board shall appoint the Chief Executive Officer.

The Chief Executive Officer shall, under the supervision of the Board, serve the Association, the interests of the Association and its governing bodies. He or she shall be responsible for the management of the Association's business, the translation of the strategy into concrete actions, and the management of the Association.

In addition, the Chief Executive Officer 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 6 of the Statutes;
- j) prepare and present the activity of the Association for the Board;
- k) sign correspondence, deeds of daily management, and other operational tasks;
- l) delegate, within the limits of the daily management, authority to the management team of the Secretariat.

## **VII. Representation and liability**

**Article 28.** Any deed, piece or legal act made by the Association, shall be signed by the Chief Executive Officer or Chairperson or Vice-Chairperson who do not have to provide any justification towards third parties of a prior decision of the Board. The Chief Executive Officer shall have the power to 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 29.** The Chief Executive Officer or Chairperson or Vice-Chairperson do not undertake any personal obligation as a result of their mandate.

## **VIII. Bye-laws**

**Article 30.** The Board may draw up by-laws which, in order to have legal effect, may not contradict the Articles of the Statutes and which should be approved by the General Assembly.

## **IX. Miscellaneous**

**Article 31.** The financial year shall run from 1 January until 31 December of each year.

**Article 32.** 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 33.** 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 34.** All matters not expressly regulated by the Articles of the Statutes shall be governed by the applicable statutory provisions.