

**Articles of Association**  
**(Version of 7 December 2011)**

**WAB e. V.**

**[WAB Wind Energy Agency]**

**§ 1 Name, domicile and fiscal year**

1. The name of the Association is WAB e. V.
2. The Association is domiciled in Bremerhaven and entered in the register of associations of that city.
3. The fiscal year of the Association is the calendar year.

**§ 2 Purpose**

The purpose of the Association is to promote the use of offshore and onshore wind power, thereby also promoting environmental and climate protection. The objectives of the Association are realised in particular by:

promoting scientific research and sharing with the general public scientific and technical knowledge and experience related to the use of wind energy;

- coordinating, promoting and conducting training and job qualification programmes related to the use of wind energy;
- organising and implementing informative events;
- organising and implementing specialist events and conferences related to wind energy;
- presenting wind energy-related research projects to the public nationwide;
- initiating other measures that serve the purpose of the Association.

### **§ 3 Membership**

1. Any individual or legal entity interested in promoting and supporting the activities of the Association can become a member of the organisation.
2. Membership is voluntary. Applications for membership must be submitted in writing to the Executive Board. The Board decides whether the applicant shall be accepted as a member. The applicant has the right to file a formal objection with the Executive Board should membership to the Association be denied. This formal objection shall be submitted to the Board for review at the next General Meeting. The decision of the General Meeting is final.
3. Members are required to pay dues. These are regulated in a separate dues schedule.
4. The Executive Board may nominate individuals for appointment as honorary members of the Association. Honorary membership may be granted to individuals as recognition for distinguished services in furthering the objectives of the Association. They have the same rights as other members, but shall be exempt of all dues.
5. Membership in the Association ends
  - a) either upon the death of the member or the dissolution of the legal entity;
  - b) through cancellation; membership can only be cancelled to the end of the calendar year and must be declared in writing at least three months before membership expires;
  - c) through exclusion, when the member has acted in violation of the interests, the statutes or resolutions of the Association. The decision to exclude a member is made by the Executive Board. Before this takes place, the member must be given the opportunity to comment on the intended exclusion.

Voluntary cancellation of membership or exclusion from the Association does not exempt the member from the obligation to settle all outstanding fees for the current fiscal year and does not grant the member the right to reimbursement of dues or to any claims on the assets of the Association.

## **§ 4 Organisation**

1. The Association has the following organs:
  - a) the General Meeting, § 6
  - b) the Executive Board, § 7
  - c) the Advisory Board, § 8
2. Members of the General Meeting, the Executive Board and the Advisory Board all work in an honorary capacity.
3. All organs of the Association are under obligation to maintain complete confidentiality and not communicate to third parties any information involving internal business transactions of members or of the companies and institutions that members may belong to.

## **§ 5 General Meeting**

1. Each member of the General Meeting is entitled to one vote.
2. The General Meeting shall convene annually upon request of the Executive Board.
3. Extraordinary general meetings shall be convened upon written request signed by at least three-tenths of the members. A meeting may also be convened when a member of the Executive Board prematurely withdraws from his/her position.
4. The invitation to a General Meeting including the agenda shall be sent in writing by the Chair of the Executive Board or by his/her Deputy at least 2 weeks in advance.
5. The General Meeting is chaired by the Chair of the Board or his/her Deputy. The General Meeting may elect a chairperson for the meeting if reasons justify or make necessary such an action. The General Meeting can decide to include additional agenda items.
6. A member may designate another member as his/her representative by written letter of authorisation. It must be submitted to the Executive Board at the beginning of the General Meeting.
7. A duly convened General Meeting is a quorate regardless of the number of members present if the meeting was called in accordance with (4) as listed above.

Resolutions are passed by a simple majority of votes. In the event of a tie vote, the motion shall be deemed rejected. Resolutions concerning amendments to the Articles of Association require a two-thirds majority of votes cast by the members present.

The decision to dissolve the Association requires a three-fourths majority of votes cast by all registered members.

The General Meeting is in particular responsible for:

8. electing the chair of the Executive Board and all other members of the Board (see § 7/2);
9. approving the annual report and the financial statement for the preceding fiscal year;
10. discharging the Executive Board and the Managing Director from liability;
11. passing a resolution concerning the budget for the following year as prepared by the Managing Director;
12. adopting resolutions concerning extraordinary expenses;
13. electing the Auditor;
14. adopting resolutions concerning WAB's acquisition of membership in other associations;
15. reviewing formal objections regarding rejected membership applications by the Executive Board (see § 4/2);
16. amendments to the Articles of Association and the dissolution of the Association as announced in the agenda of the General Meeting;
17. resolutions adopted at the General Meeting shall be recorded in the minutes. The minutes of the meeting shall be sent to members within two weeks following the General Meeting. The minutes shall be deemed approved unless an objection is filed with the Executive Board within a month of receipt of the minutes. If an objection is filed, the Executive Board will present the minutes at the next General Meeting. The objection shall be discussed and a resolution passed. The Managing Director is responsible for recording the minutes.

### **§ 6 Executive Board**

1. The Executive Board is composed of up to ten persons.
2. The General Meeting shall elect the Executive Board by secret ballot. Those who receive a majority vote are elected. In the event of a tie vote, a runoff vote shall be required. If the General Meeting raises no objections, a single vote can be held for the entire Executive Board; however, if the General Meeting does raise objections, each member of the board must be voted for individually.
3. The term of office of the elected members of the board is three years. Re-election is permitted. Members of the board remain in office, even after their term expires, until their successors are elected and take office.
4. In a joint election, the Executive Board appoints the Chair of the Board and his/her Deputy selected from among its members. The Executive Board is composed of the Chair of the Board, his/her Deputy and up to eight more members of the board, in accordance with § 26

of the German Civil Code (BGB). The Chair of the Board or his/her Deputy and an additional member of the board jointly represent the Association (two persons).

5. The Executive Board is responsible for all matters to the extent that they do not fall under the responsibilities of the General Meeting (see § 6). It represents the Association in public and oversees the work of the Managing Director.
6. The Executive Board meets whenever necessary, but at least twice a year.
7. The Executive Board is quorate when at least 40 percent of its members are present. It adopts resolutions by majority vote. The Executive Chairman holds a casting vote in the event of a tie.
8. The Executive Board manages the Association and, in consultation with the Managing Director, determines what measures are necessary to fulfil the objectives pursued by the Association (see § 2). It has the following rights and responsibilities:
  - a) appointing the Managing Director (employment contract);
  - b) reviewing and deciding on membership applications;
  - c) the Executive Board of the Association has the right to demand information regarding measures carried out by the Managing Director and to verify at any time whether funds made available to the Association have been used as determined by the budget. Should the Executive Board conclude that the Managing Director has not acted in accordance with the interests of the Association or its statutes, the Executive Board shall call for a decision from the General Meeting;
  - d) the Executive Board discusses the budget for the following year and reviews the annual financial statement before it is presented to the General Meeting;
  - e) the Executive Board prepares resolution proceedings for the exclusion of members.

## **§ 7 Advisory Board**

1. The Association may appoint an Advisory Board. It shall be composed of at least four members, but not more than eight. The Advisory Board should be made up of individuals who work in research institutions, companies or commercial associations, public authorities and professional associations. Members of the Advisory Board shall be nominated by the Executive Board and the Managing Director and elected by the General Meeting by a simple majority of votes. The term of office is two years. Re-election is permitted.
2. The Advisory Board provides guidance to the Executive Board and the Managing Director as required and supports them in their work. The members of the Advisory Board may attend the General Meeting but are not entitled to vote.
3. The Advisory Board meets at least once every year. The members of the Executive Board may attend the Advisory Board meeting. Independently of the Advisory Board meeting, the Advisory Board may also submit written recommendations and proposals to the Executive Board and the General Meeting.

## **§ 8 Managing Director**

1. The Executive Board of the Association appoints a special representative who is given the title of 'Managing Director'. Responsibilities, rights and duties of the Managing Director are laid out in an employment contract. The Managing Director is responsible for the following business activities:
  - a) preparing the budget for the following year;
  - b) submitting the annual financial statement;
  - c) coordinating the activities of the Association involving members of the Association and third parties in accordance with § 2 of the Articles of Association.
2. The Managing Director shall manage the current affairs of the Association in the areas assigned to him/her in accordance with the Articles of Association and resolutions adopted by the General Meeting and the Executive Board.
3. The Managing Director is not a member of the Executive Board.

## **§ 9 Auditor**

An Auditor, who may not hold any other office within the Association, is elected by the General Meeting every year to review the annual financial statement. The Auditor reports to the annual General Meeting on the results of the audit. Re-election is permitted.

## **§ 10 Finance**

The following revenue from the following sources is used to pursue the purpose and objectives of the Association and to cover personnel costs and the material costs of conducting business:

1. public subsidies;
2. membership dues;
3. financial and material contributions from members and other sponsors, as well as;
4. attendance fees for events hosted by the Association.

## **§ 11 Transitory provision**

Should the competent Court of Registration or Tax Office object to parts of these Articles of Association, the Executive Board is authorised to amend these parts to address the complaints. Any such amendments must be approved at the following General Meeting.

### **TRANSLATOR'S DISCLAIMER**

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