



## Articles of association for

Date: 19 March 2013

# The Danish Wind Industry Association 2013

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### SECTION 1 NAME AND DOMICILE

The association's name is the Danish Wind Industry Association.

Paragraph 2. The association's Board of Directors may register further names if this is deemed necessary to protect the association's legal interests. Paragraph 3. The association's domicile is Copenhagen Municipality.

### SECTION 2 OBJECTIVES

The objectives of the association as far as the circle of members – which includes wind turbine manufacturers, energy companies, supplier companies, consultants, etc. – is concerned are:

- to work to promote wind power in Denmark and abroad
- to protect the Danish wind power industry's political interests in Denmark, Europe and globally in collaboration with other organisations at a national and international level
- to develop Denmark as an authority and showcase for wind power
- to reinforce the training and recruitment of new talent in Denmark and opportunities for attracting a workforce from all over the world
- to reinforce members' competitiveness, solidarity and reputations
- to provide a forum and focal point for the industry by means of networking activities
- to offer marketing and export promotion assistance to members as well as supporting selected European and global activities that might open up new markets

### SECTION 3 ORGANISATION STRUCTURE

The association's day-to-day work is carried out by the association's secretariat.

Paragraph 2. The Board of Directors appoints a CEO to attend to the day-to-day management of the association.

### SECTION 4 MEMBERSHIP OF OTHER ORGANISATIONS, PARTICIPATION IN COMPANIES

ETC.

The Board of Directors may register the association with other associations when this is pertinent to the objectives stipulation.

The association may, in accordance with the Board of Directors' decision, enter into collaboration agreements with other associations or companies and participate in companies with limited liability as a full or partial owner, or be a co-founder of contingent associations when the objectives of the collaboration agreement, company or association comply with the association's objectives stipulation.



## SECTION 5 MEMBERSHIP

Companies, organisations and others with commercial interests in promoting wind power both nationally and internationally may become members of the association.

Paragraph 2. To become a member of the association, a written application must be sent to the secretariat.

Paragraph 3. The Board of Directors may, when processing an application, request necessary documentation from the applicant. The applicant must have displayed what the Board of Directors deems to be good, honest business practice over a reasonable period of time. Two thirds of the Board of Directors may decide at their discretion whether an application is to be approved and in which member group, cf. paragraphs 5–8, the applicant is to be included. If the application for membership is rejected, this must be justified in writing. The applicant may appeal this rejection at the next ordinary general meeting. Notification of this must reach the association's secretariat no later than 14 days after the association's justified rejection is received by the applicant.

Paragraph 4. The applicant becomes a member of the association immediately following the Board of Director's approval.

Paragraph 5. Applicants become industry members unless otherwise stipulated in paragraphs 6 and 7 below.

Paragraph 6. Smaller companies with modest revenues in the industry as well as organisations and other parties with interests in the industry may become industry members on request.

Paragraph 7. Core members include

- 1) companies engaged in their own or group-affiliated manufacture of wind turbines in Denmark,
- 2) wind power companies in Denmark with over 1,000 employees,
- 3) energy companies licenced in accordance with the Danish Electricity Supply Act and,
- 4) on request, other companies with significant revenues in the industry.

Paragraph 8. Local Danish energy and grid companies that engage in network activities and/or are either licenced in accordance with the Danish Electricity Supply Act or have set up an independent unit (subsidiary or similar) and own or operate wind parks or invest in the same (group-affiliated) may become industry members on request.

## SECTION 6 MEMBERSHIP FEE

The membership fee is determined at the ordinary general meeting for one year at a time.

The ordinary general meeting may determine different membership rates for individual member categories.

Paragraph 2. However, the membership fee for core members is only determined as a minimum amount, and the final membership fee is agreed between the core members.

Paragraph 3. The membership fee must be paid annually. The core members' membership fee falls due for payment on 1 January, whereas other members' membership fees fall due for payment on 1 April.

Paragraph 4. If a member joins part of the way through a calendar year, they will pay a proportionate membership fee for the period from the date of approval of their application until the end of the year.

## SECTION 7 ORDINARY GENERAL MEETING

The ordinary general meeting is the association's highest authority. The ordinary general meeting is held in Denmark every year before the end of March. Calls to the meeting will be sent in writing with at least 14 days' notice. Calls to meeting must contain an agenda.

Paragraph 2. At minimum, the agenda for the ordinary general meeting must contain the following:

1. Election of chairperson
2. Statement from Board of Directors
3. Presentation of the accounts sent for approval
4. Presentation of the budget sent for approval
5. Determination of membership fees etc.



6. Proposals received
7. Core members' announcement of their board members
8. Election of other members to the Board and deputy members
9. Election of state-authorized or registered accountant
10. Any other business

Paragraph 3. The association's members may submit written proposals for discussion at the ordinary general meeting. The secretariat must receive these proposals no later than 15 February. Proposals will be issued with the calls to the ordinary general meeting.

Paragraph 4. Each member has one vote for each DKK 1,000 they pay in membership fees in the same calendar year. However, no member company may have more than 1,000 votes together with members within the same Group. It is possible to vote by proxy.

Paragraph 5. A decision will be reached through simple majority unless otherwise agreed.

#### SECTION 8 EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting may be requested by either the Board of Directors or one quarter of the association's members. On receipt of a duly signed and justified request for an extraordinary general meeting, the Board of Directors must arrange for this to be held within four weeks. Calls to the extraordinary general meetings must be sent in accordance with the same rules as for the ordinary general meeting.

Paragraph 2. The agenda for the extraordinary general meeting must contain the items specified in the request. The Board of Directors may also add other items to the agenda.

#### SECTION 9 BOARD OF DIRECTORS

The association's day-to-day management comprises the Board of Directors, which has at least five members.

Paragraph 2. Core members are automatically granted a place on the Board of Directors. The core members announce who they have elected for this role at the ordinary general meeting. This election is valid until the member elects a new board member.

Paragraph 3. Industry members have five members on the Board of Directors. As proposed by the industry members, these members are elected such that three and then two members are elected to the Board of Directors every other year. Such an election is valid for two years at a time. Each year the industry members also elect one to three deputy members for one year at a time.

Paragraph 4. The ordinary general meeting may also elect one or two board members outside of the circle of members on the basis of personal or professional qualities. Election is personal.

Paragraph 5. After the ordinary general meeting, the Board of Directors elects the association's chairperson and two deputy chairpersons for the coming year among themselves. If the chairperson is not elected from among the industry members, cf. section 5, one deputy chairperson must be elected from among these. If the chairperson is not elected from among the energy companies, cf. section 5(7), no. 3, one deputy chairperson must be elected from among these.

Paragraph 6. The Board of Directors is responsible for the association's best interests in Denmark and abroad as authorised by the ordinary general meeting.

Paragraph 7. The Board of Directors establishes rules of procedure for their work.

Paragraph 8. The Board of Directors is deemed quorate when half of the members including the chairperson or a deputy chairperson are present.

Paragraph 9. In the event of parity of votes, the chairperson's vote is the casting vote.

#### SECTION 10 FUNDS AND ASSETS

Association funds not currently used to satisfy the association's objectives will be deposited with a reputable bank or in bonds with the highest possible interest.

#### SECTION 11 AUDITING

The association's financial year runs from 1 January until 31 December. Accounts must be audited by a state-authorised or registered accountant elected by the Board of Directors before the ordinary general meeting.

Paragraph 2. The audited accounts will be sent out with the calls to the ordinary general meeting.

#### SECTION 12 SIGNATORY POWERS

The chairperson and the CEO, the deputy chairperson and the CEO, the chairperson and the association's deputy CEO or the entire Board of Directors hold signatory powers for the association.

Paragraph 2. The Board of Directors may confer power of procuration on the CEO.

#### SECTION 13 LIABILITY

The association is only liable for its obligations in connection with its own assets at any given time. Paragraph 2. The Board of Directors shall ensure that the association's full name is specified when agreements are concluded on behalf of the association.

#### SECTION 14 RESIGNATION

Resignation from the association may only take place with six months' notice until the end of a calendar year. A request to resign must be submitted in writing to the secretariat. However, the notice period for core members is 12 months until the end of a calendar year.

#### SECTION 15 EXCLUSION

A member may be excluded from the association by the Board of Directors if they are deemed unworthy of membership, have shown disloyalty to the association or are in incontrovertible arrears of dues to the association. An excluded member may raise the exclusion at the next ordinary general meeting.

#### SECTION 16 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to the articles of association may be adopted at an ordinary general meeting with at least two thirds of the vote. However, amendments to the articles of association require the attendance of at least one third of the association's total contingent.

Paragraph 2. Proposals for amendments to the articles of association must be sent to the members at least two weeks before an ordinary general meeting.

#### SECTION 17 WINDING UP

The association may be wound up at an ordinary general meeting by at least two thirds of all votes in the association.



Paragraph 2. However, if a proposal to wind up the association is carried by at least two thirds of the votes cast, the Board of Directors may call an extraordinary general meeting, where the proposal may be carried by two thirds of the votes cast.

Paragraph 3. If the association is wound up, the association's funds must be used to continue promoting wind power through research, information or marketing for non-profit purposes.

#### SECTION 18 ARBITRATION

Disputes relating to the use of these articles of association shall be resolved through arbitration.

Paragraph 2. The arbitration tribunal shall comprise two arbitrators, of which each party to the dispute chooses one, and these arbitrators shall appoint a chairperson. If the arbitrators cannot agree, this chairperson shall be appointed by the President of Copenhagen County Court. We also refer to Act no. 181 of 24 May 1972 on arbitration

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Adopted at the first ordinary general meeting on 27 March 1981

Revised at the ordinary general meeting on 5 February 1998

Revised at the ordinary general meeting on 3 March 2005

Revised at the ordinary general meeting on 26 March 2008

Revised at the ordinary general meeting on 25 March 2009

Revised at the ordinary general meeting on 25 March 2010

Revised at the ordinary general meeting on 28 February 2012

Revised at the ordinary general meeting on 19 March 2013