WindEnergy Network e. V.

Statute

§1
Name, Location

(1) The association bears the name "WindEnergy Network".

(2) According to the entry in the register of associations the association bears the name suffix "registered association" in the abbreviated form "e. V."

(3) The official location of the association is Rostock.

§2
Purpose of the Association

(1) The purpose of the Association is to promote and further the development of wind energy industry offshore and onshore, the perception and promotion of the interests of members and the entire wind energy industry in Mecklenburg-Western Pomerania, to develop the state of Mecklenburg-Western Pomerania to a leading wind energy competence centre in Germany and to support the regional economy. The purpose is especially realized by:

• Platform for know-how pooling and specific networking of companies across the value chain Wind Power
• Targeted networking of companies along the value creation chain of the wind energy industry
• Presentation an Representation and of existing skills and interests of the members
• Organization of interdisciplinary regional and national Cooperation of companies, organizations and institutions
• Coordination, promotion and implementation of information events and scientific events as well as training and qualification measures
• Location development support
• Promoting the realization of the expansion of wind energy onshore in Mecklenburg-Western Pomerania as well as offshore in the North Sea and Baltic Sea, including safeguarding the interest of the equivalent implementation of measures (use and research ) in the Baltic and North Sea
• Promote the acceptance of the energy revolution, especially in the course of expansion of wind power, expansion of energy networks and energy storages as well as enhance the positive perception of the wind energy industry and the industry stakeholders as an innovative and structurally relevant industry
• Support for the establishment of new companies in the wind energy Industry and other sectors involved
• Strengthening of local enterprises as well as securing and expanding jobs
• Cooperation with other industry associations at the national and international level
• Promotion and implementation of publicly funded projects
• Any other measures that is likely to promote the purpose of the association.

The Association may establish legal persons for this purpose, or participate in such, or enter into collaborations with such legal persons.

(2) The Association has no intention to make profit; the Nebenzweckprivileg remains unaffected (Nebenzweck privileg: “secondary purpose privilege”; according to this privilege an association to some extent can also be economically active in an ancillary function). The funds may only be used for statutory purposes. The members receive no benefits from the funds of the association. No person may benefit from expenses that are alien to the purposes of the association, or from disproportionately high remuneration. Reimbursement of expenses is allowed.

(3) The association is politically and religiously independent.

§ 3
Membership

(1) Full member of the Association may be any natural person having unlimited legal capacity, any commercial partnership, any partnership company or private partnership, or legal person.

(2) Membership is obtained upon a written application. The Executive Board of the association decides on the application. If the Executive Boars not grants the application, the Board of Directors shall decide on the application at its next meeting. The membership is effective upon delivery of a written declaration of admission.

(3) At the effective date of the membership, the statute of the association is accepted in the current version.

(4) A right for admission does not exist.

§ 4
Termination of Membership

(1) Membership in the association is terminated by death, resignation or exclusion. It ends also, if insolvency proceedings are opened against the assets of a member or such is rejected due to a lack of assets.

(2) The withdrawal is allowed and to declare in writing, with a notice period of three months to the end of a calendar year.

(3) The exclusion is permitted, in particular, if the member acts contrary to the statute or to decisions of the association, shows damaging behaviour against the association or is - despite requests for payments - in default with the membership fees for more than 6 months. The Member is to be informed about the intended exclusion. He has the
right to respond in writing. The exclusion is decided by the Board of Directors; the member concerned shall not vote. Exclusion shall be communicated to the member in writing. Against the decision the member may appeal within 4 weeks after its receipt to the Board of Directors. The next General Assembly makes the final decision on the appeal; the member concerned shall not vote. Against that decision no legal action is given. Until the final decision on the exclusion the membership rests.

(4) Resignation or exclusion from the Association do not allow any claims to Repayment of contributions or to the assets of the association and do not free the member from the obligation of payment of due contributions for the fiscal year and previous fiscal years.

§ 5
Rights and Obligations of Members

(1) Each member has the right and duty to participate actively in the achievement the purpose of the association.

(2) Each member has equal votes and voting rights in the General Assembly. The voting rests, unless the member has not paid the membership fee to be paid according to contribution rules on time.

(3) Members are entitled to use the association and its facilities within the frame of its duties and responsibilities. Services of the association should be offered to the members usually at preferential terms. The decision about this lies with the Executive Board.

§ 6
Membership Fees

(1) Each member has to pay a membership fee according to the contribution rules, which are established by the General Assembly. In the Contribution rules, the imposition of an admission fee can be determined.

(2) The membership fee is to be paid by December 15 of the year for the following year.

§ 7
Funding

(1) The association is funded in particular by:
  • Contributions from its members
  • Subsidies
  • Financial and in-kind contributions of members and other sponsors
  • Registration Fees for events of the association
(2) The Treasurer manages the association’s assets, handles the cash transactions, charges contributions and renders the account each year.

§ 8

Bodies of the Association

(1) The organs of the Association are:
   a) The Executive Board
   b) The General Assembly.

(2) The members of the Executive Board and the Advisory Board are volunteers.

§ 9

Executive Board, Advisory Board

(1) The Executive Board consists of 8 people. The General Assembly can on application by decision increase the number of Board members by up to two other people for one term. The decision requires the affirmative vote of 2/3 of the members with voting power present at the General Assembly.

The Executive Board within the meaning of § 26 BGB (Executive Council) consists of the chairman elected by the General Assembly, the deputy chairman and the treasurer.

The other members of the Executive Board elected by the General Assembly are assessors.

(2) Who receives the most votes is elected. In case of a tie of votes a second-round run-off is necessary. The members of the Executive Committee are to select separately at a time. If no objections are raised from the General Assembly, the assessors can be chosen in a single election process. If objections are raised by the members at the General Assembly, each assessor must be elected individually.

(3) The Executive Board is elected for a period of three years (legislative period). The re-election or the premature removal of a member for cause by the General Assembly is permitted. If a member of the Executive Board resigns during the legislative period, there must be a by-election for the resigned member for the remaining term of office of the Executive Board.

(4) The Executive Board may co-opt expert third parties for the duration of his legislative period. The co-opted members have no voting rights.

(5) Executive Board meetings are held as needed, but at least twice a year.

(6) The Executive Council administers the businesses of fundamental importance. The Executive Board is responsible for managing the current matters of the association; he may use third parties for the fulfilment, he may delegate those limited powers. Current matters are also employment matters.
§ 9 paragraph (8) and (9) shall apply to the Executive Council accordingly.

(7) The Association shall be represented in court and out of court as follows:
a) Each member of the Executive Council is entitled to act as sole representative. In this context, the members of the Executive Council are authorized within their internal relationship as follows:
b) The Chairman and the Deputy Chairman up to a value of EUR 20,000.00
c) The Treasurer up to a value of EUR 20,000.00 furthermore up to a value of € 50,000.00 in the Performance of his duties pursuant to § 7 paragraph (2);
d) Otherwise with mutual consent of the Executive Council.

(8) The Executive Board generally decides by a simple majority of the votes cast; abstentions shall not be counted. In the event of a tie of votes, the Chairman decides, in his absence, the oldest member of the Executive Board.

(9) The Executive Board has a quorum when more than half of its members are present. Notwithstanding this, decisions of the Executive Board may also be made by telephone or in writing if they are urgent (urgent decisions) and no member of the board immediately lodged an objection. The decisions of the Executive Board must be recorded in writing and signed by the Chairman, in his absence, by his deputy, as well as the secretary. Protocols on urgent decisions must be signed subsequently by the absent Executive Board members.

(10) The co-optation by § 9 paragraph (4), the establishment of the Advisory Board and the appointment of Advisory Board members shall be carried out by a majority of 2/3 of the votes of the Executive Board. The same applies to the liquidation of co-optation and Advisory Board as well as the dismissal of members of the Advisory Board.

§ 10
The General Assembly and its Convening

(1) The General Assembly is determined by the Executive Board within the meaning of § 26 BGB convened. The General Assembly is the chairperson in whose Absence of his deputy, in the absence also of the same by a passed by the General Assembly to be determined third party; until then forwards the oldest voters after years of meeting the same.

(2) The general meeting is to convene if the interest of the association requires it. It meets at least once per calendar year.

(3) The Executive Board in the sense of § 26 BGB has to convene an extraordinary General Assembly it if the interest of the association requires it or when a quarter of the members requests a General Assembly in writing under specification of the purpose and the reasons.
(4) The convening of a General Assembly must be made at least 14 calendar days prior to the date of the assembly. With the invitation of the meeting the place, time and agenda of the assembly shall be announced. The punctual day of dispatch of the written invitation to the members by mail or by fax or by e-mail which is notified by the Member Address or fax number or e-mail address suffices to comply the above time limit.

(5) The agenda is set by the Executive Council.

(6) Any member may be represented at the meeting by another member, provided a written authorization is submitted which is to be given for each meeting. Each member may represent more than three voting members.

(7) In the course of the General Assembly, the Rules of Procedure of the German Bundestag shall apply accordingly; However, an extension of the agenda during the General Assembly is not allowed in respect to execute elections, deselect ions, statute changes, the liquidation of the Association, decisions concerning orders about the essential assets of the association or to execute other equally significant decisions, affecting the fundamental interests of the association. About the decisions of the General Assembly, a protocol is to record, which is to sign it by the respective Chairperson and the Secretary. It should contain the following information: place and time, participants, members with voting power and number of votes, Director, Secretary and agenda of the General Assembly. Decisions are to record in the wording and with indication of the vote and the type of voting. A further certification of decisions of the General Assembly is not required.

(8) The General Assembly has in addition to in this Constitution mentioned functions the following duties:
- The General Assembly elects and withdraws the Executive Board
- The General assembly selects the auditors for the current fiscal year
- The General Assembly accepts the annual financial statement and the audit report and formally approves the action
- The General Assembly decides the contribution rules (admission fees and annual member fees) – the General Assembly decides amendments of the statute
- The General Assembly decides on the liquidation of the association and the use of the association’s assets.

§ 11
Quorum and Decision-Making

(1) The General Assembly shall have a quorum if it is duly convened and more than 25 % of the total number of members is present.

(2) Amendments of the statute of the association or amendments of the association’s purpose require the approval of 2/3 of the votes cast of the General Assembly. Other decisions of the General Assembly shall require a majority of the votes cast of the General Assembly, unless the statute determined otherwise.
§ 12
Annual Financial Account, Annual Financial Statements, Audit Report, Formal Approval of Actions

(1) The Executive Board shall submit the annual financial statements within the first six months of the following fiscal year and forward them to the auditors for a review.

(2) Fiscal year is the calendar year.

(3) The annual financial statements shall be reviewed by two auditors, elected by the Annual General Meeting for the current fiscal. The auditors must not be a member of the association. The result of the review shall be inserted under the report in writing and shall be signed by the auditors. The auditors may neither be a member of the Executive Board nor be a member of a committee appointed by the Executive Board nor be a full-time employee of the association.

(4) The annual financial statements and the audit report must be submitted to the General Assembly, the General Assembly formally approves the action of the Executive Board.

§ 13
Management

(1) The Executive Board of the Association may appoint a special representative, called the "Managing Director" (Geschäftsführer). Responsibilities, rights and duties of the Managing Director must be regulated in a contract of employment.

(2) The Managing Director manages in the respective field of responsibilities, the current businesses of the Association in accordance with the provisions of the statute of the Association and the resolutions of the General Assembly and the Executive Board.

(3) The Managing Director is not a member of the Executive Board.

§ 14
Liquidation of the Association

(1) The Association may be liquidated by a decision of the General Assembly.

(2) Upon the liquidation of the association, the loss of his legal capacity, the assets of the Association to use according to the decision of the General Assembly.
§ 15

Transitional Provision

Unless the competent registry court or by the competent tax office objects parts of the statute, the Executive Board is authorized to modify them to resolve the complaints. Changes shall be approved by the next General Assembly.

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The above statute was decided at the inaugural meeting on 22 June 2005 and amended and supplemented by decisions of 19 December 2005; October 20, 2009 and September 19, 2013.

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This is only a courtesy translation of the Statute of the WindEnergy Network e. V./
Only the German version is legally binding