

European Solar Thermal Industry Federation ESTIF A.I.S.B.L. Statutes

Name, registered office

Art. 1. The association is a non profit international association named l'Association européenne de l'industrie solaire thermique, European Solar Thermal Industry Federation. The acronym is ESTIF in all languages. It is constituted under the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation.

Art. 2. The registered office has been established at Place du Champ de Mars 2, 1050 Brussels. It can be transferred to any other place within Belgium by a simple decision of the Board of Directors. The new address of the registered office of the association must be published in the Annexes to the Belgian State Gazette.

Art. 3. ESTIF is constituted for an unlimited time.

Art. 4. The working language of ESTIF is English. All internal documents and information are written in English, except for the statutes and any other document, which, according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, must be published in the Belgian Official Journal (Le Moniteur belge). These documents will be written in French. The English translation of these documents will have no legal validity.

Objectives

Art.5. ESTIF is a non-profit organisation. Its objectives are the study and promotion of the use of solar thermal energy, notably:

- a) To develop, deepen and disseminate the knowledge concerning the use of solar thermal energy, from scientific, technological, economic, sociological, legal and political perspectives, as well as in any other aspect having a relevance at European level;
- b) To develop and promote the technical quality of the European solar thermal industry;
- c) To support any initiative at national and international level aiming at the promotion of the use of solar thermal energy and of other forms of renewable energy;
- d) To communicate to policy makers the opportunities and concerns regarding the development of solar thermal energy in Europe;
- e) To actively promote the abolition of any technical or trade barriers which hamper the development of an open solar thermal market at European level.

In order to pursue these objectives, ESTIF also aims to unify the solar thermal energy actors in a strong federation at European level.

The association will perform the following activities in order to fulfil its objectives:

- a) Initiate, perform or coordinate studies on scientific, technological, sociological, legal and political issues relevant to the objectives above;

- b) Collaborate with the relevant European institutions, and in particular the European Committee for Standardization, on the development, update and dissemination of technical standards and certification procedures concerning solar thermal equipment;
- c) Interact with public institutions at local, regional, national, European and international level that are involved in the promotion of solar thermal energy;
- d) Publish and circulate printed or electronic information in line with the objectives above;
- e) Organise meetings, workshops, conferences and other events in line with the objectives above;
- f) Perform any other activity, in accordance with Belgian law, that can support the objectives above.

Membership

Art. 6. ESTIF has following categories of members:

- a) ASSOCIATIONS: Industry associations, active at national or regional level, whose members represent a significant part of the solar thermal industry in their country or region.
- b) INDUSTRY: Companies involved in the production or distribution of solar thermal systems, absorbers, collectors or related components.
- c) SERVICE PROVIDERS: Companies involved in the delivery of services to the solar thermal business, like test laboratories, research institutes, consultants, associations not included by the definition above.
- d) SUPPORTER: Any other non-profit organisation or individual willing to support the work of ESTIF.

Individuals can be members only as Supporting Members. They must have a postal address within Europe.

In the other categories, members must be entities legally constituted according to the laws and customs of at least one European country. The scope of Europe for the purpose of this paragraph is determined in the Working Rules.

To be a member of ESTIF within the Industry and Service Providers categories, the companies must also be a member of at least 1 (one) Solar Thermal association active at national or regional level which is member of ESTIF. Exceptionally, and only for duly justified reasons, the Board of Directors may decide to accept members, even if they do not comply with the requirements stated above, in compliance with the Working rules of ESTIF.

Art. 7. Applications for membership shall be submitted to the Secretary General. The Board of Directors reserves the right to refuse an application for membership. In this case, the applicant may apply to the General Assembly for a revision of this decision.

Art. 8 Members have to pay an annual fee related to their category and size as described in Art.12. The fee is determined by the General Assembly. In exceptional circumstances, the Board will decide upon request of the members to reduce their category and/or membership fee.

Art. 9. In the following cases, a Member will be removed from the membership:

- a) If that Member communicates in written form to the Secretary General its decision to cancel its membership;
- b) If it has not paid the annual fee at the time of the ordinary General Assembly;

- c) If the General Assembly considers that the Member acts against the objectives of ESTIF. Any Member can propose the expulsion of a Member. The Member proposed for expulsion will be informed about the reasons for the proposed expulsion and has the right to explain its position to the General Assembly before the latter takes a decision.

General Assembly

Art. 10. ESTIF is directed by the General Assembly of Members and managed by the Board of Directors.

Art. 11. The General Assembly has following functions:

- a) To examine and approve the annual report presented by the Board of Directors;
- b) To examine and approve the accounts, balance sheets and budget;
- c) To elect the President;
- d) To elect 5 additional members of the Board of Directors;
- e) To elect one or more auditors from the membership who report to the GA with regard to the financial accountability over the previous period (e.g. the previous year).
- f) To determine the membership fees, on proposal of the Board of Directors.
- g) To decide about modifications of the statutes and about the dissolution of ESTIF;
- h) In general, to approve and comment on the activities of the Board of Directors as well as to be informed and decide about any activity of ESTIF.

Art. 12. In the General Assembly, Members of category A (associations), B (industry) and C (service providers) have voting rights according to the following tables, while members of category D (supporter) have no voting rights but may participate in the General Assembly meeting.

Category A) Associations:

<u>Category according to size</u>	<u>Voting rights</u>
A1	1 (one)
A2	2 (two)
A3	3 (three)
A4	4 (four)
A5	5 (five)
A6	6 (six)

Category B) Industry:

<u>Category according to size</u>	<u>Voting rights</u>
B1	1 (one)
B2	2 (two)
B3	3 (three)
B4	4 (four)
B5	5 (five)
B6	6 (six)

Category C) Service Providers:

<u>Category according to size</u>	<u>Voting rights</u>
C1	1 (one)
C2	2 (two)
C3	3 (three)

The criteria to distinguish the sizes of members of category A, B and C are regulated in the ESTIF Working Rules to be decided by the General Assembly

[Art. 13 deleted]

Art. 14. The ordinary General Assembly will be held at least once every calendar year, during the last four months of the year, and shall be convoked by the President, on the basis of a decision of the Board of Directors. The ordinary General Assembly is validly called if the members have been convoked in written form at least six weeks in advance. The convocation must include the agenda.

An extraordinary General Assembly can be convoked by the Board or on a motivated written request of at least one quarter of the voting rights of the Members. In this case, the Secretary General must convoke the extraordinary General Assembly within two months of receipt of the request of the members. The convocation must include the agenda.

Art. 15. Members can delegate their voting rights at the General Assembly to another member, who will have the same rights, provided that the Secretary General has been informed in written form before the General Assembly. In addition to its own voting rights, a Member may represent the voting rights of only one other member.

Only Members, whose membership fees and payments are not overdue have the right to vote.

Art. 16. Except for the cases mentioned in Art. 35 and Art. 37, the ordinary and extraordinary General Assemblies are validly constituted in the first convocation if the majority of the voting rights of the members are present or represented by a delegate. In the second convocation, one hour later, the General Assembly is validly constituted if at least one third of the voting rights are present or represented. Decisions are taken by a simple majority of the present or represented voting rights. If the quorum is not reached in the second convocation, a third convocation can be called, at least two weeks later, by the simple majority of the voting rights present or represented in the second convocation. In its third convocation, the General Assembly is validly constituted regardless of the number of the voting rights present or represented.

Art. 17. The Secretary General shall write the minutes of the General Assembly. The minutes will be signed by the Secretary General and by the President. They must be sent to all members of ESTIF.

The President

Art. 18. The functions of the President of ESTIF are the following:

- a) To chair the meetings of the General Assembly and of the Board of Directors, of which she/he is a member;
- b) To participate in the meetings of the Advisory Council.
- c) To ensure that decisions taken by the General Assembly and by the Board of Directors are implemented as far as possible;
- d) To represent ESTIF to institutions, companies and entities of any kind;
- e) To approve payments and all documents implying a financial commitment of ESTIF;

- f) To sign contracts in line with the decisions of the Board of Directors without prejudice to Article 21.

Art. 19. The President can entrust a part of his/her powers to another member of the Board of Directors or to the Secretary General.

Art. 20. The President is elected by the General Assembly in the following way:

- Each member may nominate candidates.
- The nominations must be made known to the Secretary general at least 2 (two) weeks before the General Assembly takes place. The Secretary General will circulate the nominations to all members, as soon as she/he receives them, but not later than 1 week before the GA-meeting.
- Each member present at the General Assembly receives a number of voting cards equal to the number of voting rights held by the organisation that she/he represents.
- The voting cards contain a list of the candidates in alphabetical order, stating which member has nominated the candidate.
- Each voting card can express only one preference.
- The vote is secret.
- The candidate who receives the highest number of votes is elected. If more than one candidate receive the same highest number of preferences, the vote is repeated. If more than one candidate receive the same highest number of preferences in the second vote, the President is chosen by lot amongst these candidates.

The President is elected by the General Assembly for a period of 2 (two) years. She/he can be re-elected for additional terms. The president immediately and automatically loses his/her position in case of personal bankruptcy, incapacity, and jail sentence or criminal conviction.

In case of loss of position, resignation or death of the President, the General Assembly elects a new President at its first meeting after the event. The election procedure is the same as above. In case the resignation or death is known during the last 3 weeks before the General Assembly, nominations will be accepted also during the General Assembly. The new President will be in charge until the end of the natural term of the President who has resigned or died.

The General assembly can replace the President by an absolute majority of the voting rights existing in ESTIF. The proposal of voting out the current President must indicate the name of the substitute and state the reasons. Such a proposal can only be accepted as a whole.

Board of Directors

Art. 21. The Board of Directors shall manage ESTIF in line with the decisions of the General Assembly and with the advice of the Advisory Council, without prejudice to the powers of the General Assembly.

Art. 22. The Board of Directors is composed of 7 (seven) members including the President. 6 (six) of them, including the President, are elected by the General Assembly. 1 (one) is elected by the Advisory Council.

The remaining 5 members of the Board of Directors elected by the General assembly have to be representatives of the member categories as follows: 2 (two) of category A (Associations), 2 (two) of category B (Industry) and 1 (one) of category C (Service Providers).

After the election of the President is concluded, the Board of Directors is elected using following procedure:

- Each member may nominate candidates to the Board of Directors. The candidate is classified as representative of the category to which the nominating member belongs.
- The nominations must be made known to the Secretary general at least 2 (two) weeks before the General Assembly takes place. The Secretary General will circulate the nominations to all members, as soon as she/he receives them, but not later than 1 week before the GA-meeting.
- Each member present at the General Assembly receives a number of voting cards equal to the number of voting rights held by the organisation that she/he represents.
- The voting cards contain three lists of candidates in alphabetical order, one for each membership category from which the candidates have been nominated. The member who has nominated the candidate is stated.
- Each voting card can express up to five preferences. The voters can freely choose how to distribute their preferences among members category.
- The vote is secret
- The candidates who get most preferences in their category are elected. In case one or more seats in the Board cannot be clearly allocated because candidates received an equal number of preferences, the vote for these seats is repeated among those candidates who received the same number of preferences. In case they still receive an equal number of preferences, the seats are allocated by lot amongst these candidates.
- If one category of members has not nominated any candidate, or if the candidates it has nominated have received no votes, the seat or the seats in the Board reserved to that category are taken over by the candidate or candidates of other categories who received the highest number of votes.

Art. 23. The six members of the Board of Directors - including the President - are elected by the General Assembly for a period of 2 (two) years. They can be re-elected for additional terms. A member of the Board of Directors immediately and automatically loses his/her position in case of personal bankruptcy, incapacity, jail sentence or criminal conviction.

In case of loss of position, resignation or death of a member of the Board of Directors, a substitute is elected at the next General Assembly. The election procedure is the same as above. In case the resignation or death is known during the last 3 weeks before the General Assembly, nominations will be accepted also during the General Assembly. The rules of Art. 22 concerning the representation of different categories of members in the Board of Directors apply. The new director will be in his position until the end of the natural term of the director who has resigned or died.

The General assembly can replace one or more members of the Board of Directors by an absolute majority of the voting rights existing in ESTIF. The proposal of voting out one current member of the Board of Directors must indicate the name of the substitute and state the reasons. Each proposal can only refer to one member to be replaced and one substitute. Each proposal can only be accepted as a whole. The rules of Art. 22 concerning the representation of different categories of members in the Board of Directors apply. The Board of Directors elects among its members a Vice-president for a period of 2 (two) years. The Vice-President takes over the duties of the President in case of his/her absence, resignation, illness or death. The Board of Directors can decide at any time to change the Vice-President.

The Board of Directors nominates the Secretary General, who will attend its meetings.

Art. 24. The Board of Directors takes decisions by simple majority. Each of its members has 1 (one) vote. In case of parity, the vote is repeated and the President has two votes.

Art. 25. The meetings of the Board of Directors will be convoked by the President or by the Secretary General acting on behalf of the former.

The Board of Directors shall meet at least four times a year and at such times as the President deems necessary, or if two of its members request it in writing. The Board of Directors is validly constituted if the majority of its members are present. The Board of Directors is validly called if its members have been convoked in written form at least one week in advance.

In cases of urgency, every member of the Board of Directors can request to use the procedure of vote by correspondence. The request must be duly motivated. The vote by correspondence must be announced in advance to the members of the Board of Directors, to ensure they are fully informed before making a decision on the issue. According to the procedure of vote by correspondence, the approval in written form by a majority of the members of the Board of Directors, also in form of e-mail, is sufficient to validate a decision.

Art. 26. The Secretary General takes the minutes of the meetings of the Board of Directors. Once approved, the minutes shall be signed by the Secretary General and the President. The minutes can be approved at the end of the meeting or during the following one. They must be sent to all members of ESTIF.

The Advisory Council

Art. 27. The Advisory Council advises the General Assembly, the Board of Directors and the President about the strategy to be followed by ESTIF and about any issues it considers necessary.

Art. 28. Any member of ESTIF may also be member of the Advisory Council, provided it has paid the special fee decided by the General Assembly.

Art. 29. The Advisory Council meets at least once a year and establishes its own internal rules to organise its work. The President may participate in any meeting of the Advisory Council.

Art. 30. The Advisory Council elects amongst its members a chairman, who has a seat in the Board of Directors. In the case, that the Advisory Council has not yet constituted itself, or not yet elected its chairman, the Board of Directors is nonetheless legally constituted and able to take any decisions. The chairman of the Advisory Council is responsible for a proper mutual communication between the Advisory Council and the other bodies of the organisation.

The Secretary General

Art. 31. The functions of the Secretary General are the following:

- a) To prepare, under the direction of the Board of Directors, the annual work program and the annual budget;
- b) To control the administration and finances of ESTIF and present every year a report to the Board of Directors;
- c) To be secretary at meetings of the General Assembly, the Board of Directors and the Advisory Council;

- d) To keep the list of members present or represented to every meeting of the General Assembly and of the Board of Directors and to verify that the required quorum is respected at every moment;
- e) To monitor and record the results of every vote in the meetings of the General Assembly and of the Board of Directors;
- f) To take the minutes of every meeting held within ESTIF;
- g) To represent a member of ESTIF or the President, under their request, at internal meetings of ESTIF or for its external activities;
- h) And, in general, to perform all specific tasks and specific missions defined by the Board of Directors.

Budget, contracts

Art. 32. In order to pursue its aims, ESTIF will rely upon its assets, independent from those of its members, and originating from the following sources:

- a. Annual fees as well as the voluntary donations of its members;
- b. Subventions from public or private institutions;
- c. The realisation of study and other projects on behalf of third parties, related to the objectives of ESTIF;
- d. Any other income arising from contributions of any kind, donations, bequests, credits and collaborations.

Art. 33. The budgetary year of ESTIF shall be closed on the 31st of December. The Board of Directors shall submit to the General Assembly the financial results of the ended year, a report about the running year and the proposed budget for the next year.

Modifications of the statutes, dissolution

Art. 34. Without prejudice to article 55 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation, and without prejudice to Art. 2 of the present statutes, any proposal aiming at modifying the statutes or at dissolving ESTIF must come from the Board of Directors or from at least 25% of the voting rights existing in ESTIF.

Art. 35. In case of proposals aimed at a modification of the statutes, the convocation to the General Assembly which will deliberate on such a proposal must include the text of the proposal. The General Assembly can deliberate on such a proposal with simple majority of the voting rights present or represented. If a proposal aimed at a modification of the statutes has been presented less than six weeks before the General Assembly, the proposal can be approved only with a majority of two thirds of the voting rights present or represented.

Art. 36. Modifications to statutes will be effective after approval by the competent authorities and after the conditions of publicity required by article 51§3 of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation have been met.

Art. 37. In case of proposals aimed at the dissolution of ESTIF, the General Assembly can validly deliberate only if at least two thirds of the voting rights are present or represented, according to article 15. The Board of Directors must communicate to the members at least three months in advance the date of the General Assembly which will deliberate on such a proposal. The General Assembly will take a decision by absolute majority of the voting rights present or represented.

However if less than two thirds of the voting rights are present or represented and thus no deliberation on the proposal of dissolution of ESTIF can take place, a second General Assembly can be convoked within four months of the first. This second General Assembly will then definitively and validly deliberate on the proposal of dissolution of the association, regardless of the number of the members present or represented.

Once the dissolution is accepted, the General Assembly shall designate one or several liquidators, shall decide on their powers, and shall indicate how to distribute the assets of ESTIF, taking into account that these assets can not be given to the members beyond the amount of their own contribution and that the beneficiaries must be non-profit organisations pursuing aims similar to those of ESTIF.

Art. 38. Judicial actions, both pursuant and defensive, will be undertaken by the President on behalf of ESTIF, or by an administrator designated by him/her.

Art. 39. Anything not explicitly foreseen by the present statutes, notably the conditions of publication on the Belgian Official Journal (Moniteur Belge), is set according to the provisions of Title III of the Belgian law of 27 June 1921 on non profit association, non profit international association and foundation.