

ARTICLES OF ASSOCIATION OF WINDEUROPE

Approved by the WindEurope Special General Assembly on 5 December 2023

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I. NAME, REGISTERED OFFICE, OBJECTIVES, GOVERNING POWERS

ARTICLE 1. NAME - LEGAL FORM - TERM

1.1 The name of the association shall be “WindEurope”, hereafter referred to as the “Association”.

The Association is a non-profit association, in short "ASBL", incorporated *in accordance with Belgian law*.

1.2 The Association is incorporated for an unlimited term.

1.3 It may be dissolved at any time by decision of the General Assembly, in accordance with the applicable law and these Articles of Association.

ARTICLE 2. REGISTERED OFFICE

2.1 The registered office of the Association is located in the Region of Brussels-Capital. The Board has the power to move the registered office to any other place in Belgium, provided that such a transfer does not require a change of the language of the Articles of Association in accordance with the applicable law governing the use of languages. However, if, as a consequence of the transfer of the registered office of the Association, the language of the Articles of Association must be changed, then this will require a decision of the General Assembly.

ARTICLE 3. OBJECTIVES

3.1 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; and
- Be the driving force for the future direction of the sector.

3.2 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; and
- 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.

3.3. 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.

ARTICLE 4. GOVERNING BODY

- 4.1 The Association shall be governed by the Board as the key and central decision-making body.
- 4.2 The Board shall in particular:
- a) 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 (“CEO”) to take decisions to translate these instructions into actions.
 - b) Approve the new members of the Association in accordance with Article 8, if necessary, by written procedure in accordance with Article 17(7).
 - c) Suspend members in accordance with Article 10.
 - d) 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.
 - e) Appoint or dismiss the Chief Executive Officer (“CEO”) of the Association in accordance with Article 5.
 - f) Approve the annual work programme of the Association; and
 - g) approve internal regulations and rules, WindEurope narratives, Core Principles, and any guideline, policy, or similar document.
- 4.3 The termination of the mandate of the Board members for whatever cause automatically terminates any mandate granted by the Board to such Board members.

ARTICLE 5. CHIEF EXECUTIVE OFFICER

- 5.1 The Board shall appoint the Chief Executive Officer (hereafter “CEO”). The term of the mandate of the CEO is determined by the Board. The CEO can be revoked at any time by the Board.
- 5.2 The CEO shall, under the supervision of the Board, serve the Association, the interests of the Association and its governing bodies, under exclusivity. He or she shall be responsible for the management of the Association’s business, the translation of the strategy into actions, and the day-to-day management of the Association.

In addition, the CEO 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 ex-officio basis.
- i) Give recommendation to the Board on the new members of the Association in accordance with Article 8 of the Articles of Association.
- j) Prepare and present the activity of the Association for the Board.
- k) Sign correspondence, legal documents including but not limited to contracts, tender applications, etc. related to the daily management and other operational tasks; and
- l) Delegate, within the limits of the daily management, authority to a special proxy holder or to the management team of the Secretariat.

II. MEMBERS, ACCEPTANCE, EXPULSION, OBLIGATION

ARTICLE 6. MEMBERS

6.1 The number of members is unlimited and shall in no event be less than three (3). Each member is required to support the Objectives of the Association, WindEurope narratives, Core Principles, and its strategy, to not undermine the goals of the Association and to respect its Articles of Association, the decisions taken by the competent bodies of the association, as well as any internal regulations, policies, and guidelines.

6.2 The Association is composed of members with interests 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. Members must have significant wind-related operations based in Europe.

6.3 Any member that wishes to use the Association's trademarks, trade names, symbols, devices, or logos (hereafter "Trademarks"), can do so provided it is not for commercial ends and the corporate identity is fully respected. The Association, through the CEO, has the right to require a member to refrain from using or to deny a member the right to use its Trademarks should it consider them misused.

ARTICLE 7. MEMBERSHIP CATEGORIES

7.1 Membership categories

7.1.1. The members of the Association shall be divided into categories, each of which shall have the respective rights and restrictions set out in the terms and conditions of the membership contract. Each category has access to different levels of services identified and defined by the CEO, of the Association and endorsed by the Board. The CEO may propose new membership categories which should be endorsed by the Board and approved by the subsequent General Assembly.

7.1.2. Members shall be allowed to change membership category as per the terms and conditions of their membership contract.

7.1.3. Any affiliates or subsidiaries of which more than 51% is owned by a member of the Association 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.

7.1.4. Affiliates and subsidiaries, of which less than 51% is owned by an existing member of the Association, shall subscribe to new membership. Members of the Association shall not share their membership benefits with their members, clients or minority-owned affiliates or subsidiaries without express permission of the Secretariat.

7.2 Non-profit membership

7.2.1. There shall be two (2) categories of non-profit organisation membership:

Category A1: Non-profit organisations that are widely recognised for their activities in the field of wind energy and which are legally based in Europe. 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 non-profit organisations: with more than 500 members and/or an annual turnover of more than €500,000

Medium-sized non-profit organisations: with between 100 and 500 members and/or an annual turnover between €100,000 and €500,000

Small non-profit organisations: 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. This category includes research & innovation, scientific and academic institutions, or organisations active in the field of wind energy and which do not qualify for the C category because of their commercial activities.

The Academic Board seat is open to any academic institution within the A2 or C categories if they meet the following criteria:

- Objectively represent and advocate on behalf of academic community's current interests and challenges related to the wind industry;
- Demonstrate a track record of positive relationship building amongst pan European colleagues of academia; and
- Demonstrate that it is a non-governmental organisation.

7.3 Corporate membership

7.3.1 The determination of the corporate membership category shall be defined on the basis of the activity of the candidate and/or the services required by the candidate applying for corporate membership.

7.3.2 The level of services will be linked to the level of membership fee paid per membership category.

The annual corporate membership fee shall be fixed and will be determined by the Board in accordance with Article 9.

7.3.3. There shall be six (6) categories of corporate membership. The determination of each category is indicative:

Category C1: According to their latest approved annual financial accounts, corporations with a global turnover in wind of above €100 million; corporations may have a global installed capacity of over 400 MW and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category C2: According to their latest approved annual financial accounts, corporations with a global turnover in wind of between €100 million and more than €50 million; corporations may have a global installed capacity of between more than 200 MW and 400 MW and corporations without a clearly defined turnover in wind, who may

require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category C3: According to their latest approved annual financial accounts, corporations with a global turnover in wind of between €50 million and €20 million; corporations may have a global installed capacity of between 60 MW and 200 MW and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category C4: According to their latest approved annual financial accounts, corporations with a global turnover in wind less than €20 million; corporations may have a global installed capacity of below 60 MW and corporations without a clearly defined turnover in wind, who may require a specific set of services provided by WindEurope in accordance with their activities and strategic interest.

Category LM: The category for 'Leading Members' or 'LM' is open to all corporations with a direct interest in wind who pay the annual subscription determined by the Board in accordance with Article 9 benefiting from a specific set of services in accordance with their activities and strategic interest.

Category ML: The category for 'Market Leaders' or 'ML' is open to all corporations with a direct interest in wind who pay the annual subscription determined by the Board in accordance with Article 9 benefiting from a specific set of services in accordance with their activities and strategic interest.

7.3.4. In the case of category upgrade, corporations will be allowed to change membership category in accordance with their actual global turnover level and/or in accordance with the services they require. This change of category will take effect as from the date of signature of their new category.

7.3.5. In case of category downgrade, corporations must document by e-mail to the Chief Executive Officer that they meet the new category requirements on actual global turnover level and/or that they accept the new specific set of services they require. This change of category will take effect as from the date of signature of their new category.

7.3.6. In both cases, the number of votes for the corporation shall correspond to that new membership category as outlined in Article 13(5).

ARTICLE 8. APPLICATIONS FOR MEMBERSHIP

8.1 Any organisation or corporate entity who wishes to become a member shall deliver a written and signed application for membership to the Secretariat of the Association.

8.2 In case of LM or ML, an application shall be accepted if it is approved by the Board. The CEO 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, without taking into account the abstained votes neither at the numerator nor at the denominator.

8.3 For all other membership categories, an application shall be accepted upon approval by the Board by simple majority of votes present or represented. The CEO will make a recommendation prior to the Board meeting.

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

ARTICLE 9. MEMBERSHIP FEES AND PAYMENT

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

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

9.3 Every membership subscription engages the applicant to a one-year period with automatic renewal of the subscription at the end of the one-year period unless the procedure in Article 10 is met.

9.4 The fiscal year of the Association shall be the calendar year and the deadline for payment of the membership subscription shall be thirty (30) days after the date of invoice.

9.5 The procedure to be followed and the consequences of the non-payment of the subscription fee shall be regulated in the relevant membership contract. Any member who has not paid its subscription fee despite reminders, shall be deemed as having resigned from the Association.

9.6 In the event of a merger, demerger, contribution of universality, contribution of branch activity 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, demerger, contribution or restructuring.

ARTICLE 10. MEMBERSHIP CANCELLATION AND TERMINATION

10.1 In addition to what is provided under Article 9.5, a member shall cease to be a member of the Association:

- a) By giving notice of cancellation in writing to the Association by the latest on 30th September of each calendar year. The procedure of cancellation and the consequences of such cancellation shall be regulated by the relevant membership contract.
- b) If expelled by the General Assembly of the Association. The General Assembly of the Association may, voting with the majorities (of quorum and votes) required for the amendment of the Articles of Association without taking into account the abstained voted neither at the nominator nor at the denominator, expel a member who does not support the Objectives of the Association and its strategy or which does not comply with the Articles of Association of the Association or has been the subject of sanctions or equivalent measures or is acting against the interests and/or the reputation of the Association. The member shall in every case have the right to present its defence before the final decision is taken. Awaiting for the General Assembly to take a decision, the Board may on the basis of a resolution adopted by two-thirds majority of the seats of the Board members, suspend such member.
- c) In case of bankruptcy, liquidation, or dissolution of a member.

10.2 No member that has ceased to be a member of the Association in accordance with Article 9.5, 10 (a), (b) or (c), nor any successor thereof, shall have any rights to the assets of the Association, and such a

member may not demand accounts and justification, sealing, or an inventory. He shall remain liable for the subscription of the current financial year and also for any debts of the member due to the Association.

10.3 No cancellation, expulsion, or termination of any membership for any reason whatsoever 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 9) and assessments remaining unpaid on the date of such cancellation, expulsion or termination. Upon cancellation, expulsion or termination of membership, a member shall not be entitled to a refund of any amounts paid during membership.

III. GENERAL ASSEMBLY

ARTICLE 11. COMPOSITION OF THE GENERAL ASSEMBLY

11.1 The General Assembly comprises all members. The Chairperson of the Board, or in his or her absence the Vice-Chairperson of the Board, chairs the General Assembly.

ARTICLE 12. POWERS OF THE GENERAL ASSEMBLY

12.1 The General Assembly has all powers explicitly conferred to it by law and the Articles of Association. The powers of the General Assembly include the right:

- a) To modify the Articles of Association.
- 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 decide to start legal proceedings against any member, or member of the Board, of the Association.
- h) To approve the conversion of the Association into a company with social purpose; and
- i) To dissolve the Association.

ARTICLE 13. PROCEDURES OF THE GENERAL ASSEMBLY

13.1 Meetings and convocation

13.1.1. An Ordinary General Assembly shall be held once a year, within six (6) months as of the closing of the last financial 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 twenty (20) business days after the members' request.

13.1.2. The General Assembly is called by the Board by means of an e-mail, at least fifteen (15) days prior to such a meeting. The invitation shall contain the agenda of the General Assembly and shall specify the date, time, and place of the meeting. Any proposal signed by at least one-twentieth of the Association's members shall be included on the agenda.

13.1.3 The Board may provide for the possibility for the members to participate remotely to the General Assembly by using a means of electronic communication. Members who participate this way to the General Assembly are considered to be present at the place where the General Assembly is held.

13.1.4 The Board may also allow members to vote remotely before the General Assembly by using the electronic means available at that time and that allow the association to verify the capacity and the identity of the member. Such electronic means include the possibility to vote by email or to use an online voting system chosen by the Board.

13.2 Agenda

13.2.1. 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 majority of the members present or represented at the General Assembly.

13.3 Proxies

13.3.1. Each member has the right to participate in any General Assembly. Members may be granted up to five (5) written proxies from other members in order to represent them at any General Assembly.

13.4 Quorum requirements

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

13.4.2. The General Assembly can only deliberate and resolve on a modification of the Articles of Association if the object of the modification has been announced in accordance with Article 13(1) 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 Association shall be adopted with a majority of two-thirds of the votes present or represented, without taking into account the abstained votes neither at the nominator nor at the denominator. A modification of the Objectives of the Association, as set out in Article 3, shall be adopted with a four-fifths majority of the votes present or represented, without taking into account the abstained votes neither at the nominator nor at the denominator.

13.5 Voting

13.5.1. Each member shall have the number of votes stated below:

Category A1	2 votes
Category A2	1 vote
Category ML	15 votes
Category LM	10 votes
Category C1	5 votes
Category C2	3 votes
Category C3	2 votes
Category C4	1 vote

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

13.5.3. The Chairperson of the General Assembly shall not vote, except in the event of a tied vote where he/she has the right to exercise a further or casting vote.

13.5.4. Without prejudice to specific majority requirements imposed by law or the Articles of Association, a simple majority of the votes will decide a resolution at a General Assembly, without taking into account the abstained votes neither at the nominator nor at the denominator.

13.6. Voting procedure to elect the Board

13.6.1. The Secretariat shall circulate a nomination form by e-mail calling for the nomination of candidates from each of the respective categories that are entitled to elected representation on the Board in accordance with Article 14 of the Articles of Association. Candidates may only nominate themselves. The call shall contain a specified deadline for the return of the nomination form. Candidates may include brief personal statements of their motivation for standing for election if they so desire. Only those candidates who have been validly nominated in writing and acknowledged in writing by the Secretariat shall be included on the ballot papers. The Secretariat will circulate a list of all candidates, and any additional information provided, to all members ahead of the General Assembly. Market Leaders and Leading Members do not need to present their candidates as the Board shall always have as many Board member Market Leaders and Leading Members as there are Market Leaders and Leading Members of the Association. Market Leaders and Leading Members shall be automatically presented to the General Assembly for election.

13.6.2 In accordance with Article 13.5.2, the principle of 'one member one vote' applies for the election of the candidates.

13.6.3. The Secretariat shall distribute a voting ballot to all members of the Association present at the General Assembly. Additional voting ballot will be issued to any member who can demonstrate that they hold a valid proxy for another member.

13.6.4. After receipt of the voting ballot, every member of the Association may record its vote for the preferred candidate for each seat that is open for election on the voting ballot. No more than one vote may be cast for any one candidate. Any voting ballot which either includes more than one vote for any candidate and/or includes more votes than there are seats on the Board will be rejected in its entirety.

13.6.5. All votes shall be counted during the General Assembly by a member of the Secretariat in presence of the Chairperson or in his/her absence, one other member who is not a candidate for election.

13.6.6. The Chairperson, or in his/her absence one other member who is not a candidate for election, shall report the results of the voting at the General Assembly. The results of the voting will be communicated to the entire membership via email.

13.7. Minutes

13.7.1. The decisions are laid down in the minutes drawn up by the Secretariat and submitted for approval to the next General Assembly. These minutes are kept at the disposal of the members at the registered office of the Association.

13.8. Compliance

13.8.1. Any modification to the Articles of Association, as well as any appointment, dismissal, resignation, or demise of a member of the Board or of the statutory auditor shall, amongst others, be published in the Annexes to the Belgian State Gazette.

IV. BOARD

ARTICLE 14. COMPOSITION OF THE BOARD

14.1. The Board shall be comprised of a minimum of three (3) members and a maximum of thirty (30) members, which are members of the Association, as elected by the General Assembly in compliance with the provisions of these Articles of Association.

14.2. 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 most senior executive (CEO, Secretary General or equivalent title) in the Wind sector.

14.3. The Board shall be comprised of the following:

- a) 1 Chairperson of the Board.
- b) 1 representative of each Leading Member and Market Leader (including the Vice-Chairperson).
- c) 3 representatives of C categories.
- d) 3 representatives of A1 category; and
- e) 1 representative of academic members of the A2 or C categories.

The academic members of the A2 or C categories can present themselves for election to the Board as of June 2024.

14.4. The CEO of the Association shall attend the meetings of the Board on an ex-officio basis. Other members of the Secretariat may be invited to attend the meetings of the Board at the invitation of the CEO.

ARTICLE 15. APPOINTMENT OF MEMBERS TO THE BOARD

15.1. The members of the Board shall be elected by the General Assembly from among the candidates presented by the members who have the right of representation on the Board in accordance with Article 14 of the Articles of Association.

15.2. The members of the Board must be legal persons. Each legal person appointed as a member of the Board shall appoint a permanent representative.

15.3. The members of the Board representing the C, A1 and the academic members of the A2 and C categories are appointed from amongst the candidates presented by the members of the C, A1 categories, and the academic members of the A2 and C categories for a two (2) year period by a simple majority of votes cast or represented at the General Assembly. Market Leaders and Leading Members shall always have a seat on the Board as per Article 14.

15.4. Board members can be re-elected. Their mandate may be revoked at any time (*ad nutum*) by the General Assembly

15.5. If an elected Board member ceases to be a member of the Association during its term, that Board member shall be deemed to have resigned. If the resigning Board member is an elected C A1, or A2 (academic members only) category Board member, then the resulting vacant post on the Board shall remain temporarily empty and must be filled by election at the next General Assembly. The replacement Board member will serve out the rest of that Board term and can stand for re-election at the start of the next Board term.

15.6. In the case of an upgrade of a member in a C-category Board seat to LM or ML during its term on the Board, its C-category seat on the Board shall remain temporarily empty and must be filled by election at the next General Assembly. The replacement Board member will serve out the rest of that Board term and can stand for re-election at the start of the next Board term.

15.7. In the event of a merger, demerger, contribution of universality, contribution of branch activity or restructuring of a Leading Member or Market Leader of the Association which results in the new entity created from the merger, demerger, contribution, 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, demerger, contribution, or restructuring shall determine which Board member resigns and shall inform the CEO of the decision.

15.8 In the event of a merger, demerger, contribution of universality, contribution of branch activity or restructuring of a member of the Association in the C category which results in the new entity created from the merger, demerger, contribution, 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, demerger, contribution, or restructuring shall determine which Board member resigns and shall inform the CEO of the decision. Their post shall stay empty until filled by an election at the next General Assembly. The replacement Board member will serve out the rest of that Board term and can stand for re-election at the start of the next Board term.

ARTICLE 16. ROLE OF CHAIRPERSON AND VICE-CHAIRPERSON OF THE BOARD

16.1. The Chairperson of the Board shall be the CEO or similar function of a Market Leader or Leading Member of the Association. He/she shall be elected by the Board by a two-thirds majority of the seats; without taking into account the abstained votes neither at the nominator nor at the denominator. The term shall be for an eighteen (18) month period renewable only after a minimum one term break. The Chairperson of the Board can be revoked at any time by the Board by a two-thirds majority of the seats; without taking into account the abstained votes neither at the nominator nor at the denominator.

16.2. The Vice-Chairperson of the Board shall be the Board representative of a Market Leader or Leading Member of the Association. He/she shall be elected by the Board by a two-thirds majority of the seats; without taking into account the abstained votes neither at the nominator nor at the denominator. The term shall be for an eighteen (18) month period renewable only after a minimum one term break. The Vice-chairperson of the Board can be revoked at any time by the Board by a two-thirds majority of the seats; without taking into account the abstained votes neither at the nominator nor at the denominator.

16.3. 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 Association's strategy and agreed positions.
- Facilitate high-level contacts at the European Institutions and globally.
- In his/her absence, delegate authority to the Vice-Chairperson of the Board to preside the Board meetings of the Association.
- In his/her absence, delegate authority to the Vice-Chairperson of the Board to chair the General Assembly of the Association; and
- Have the casting vote in the General Assembly and the Board, if necessary.

16.4. The Vice-Chairperson of the Board shall, upon the request of the Chairperson:

- 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 Association's strategy and agreed positions.
- Facilitate high-level contacts at the European Institutions and globally; and
- If chairing the meeting in question, have the casting vote in the General Assembly and the Board, if necessary. On such an occasion, the Vice-chair's right to vote on behalf of his/her organisation will be rescinded and he/she should not take part in the initial vote.

ARTICLE 17. BOARD MEETINGS

17.1. Meetings and convocation

17.1.1. The Board will in principle meet four (4) times per year.

17.1.2 Board meetings may be held in person, by telephone or virtually. The Board may also adopt written resolutions in accordance with Article 17(7) of the Articles of Association.

17.1.3. In addition to the four (4) meetings provided in article 17.1.1, the Board may decide to allow the Board members to express their votes electronically in advance of the Board meeting. The procedure for the expression of this advance vote is as follows:

- The item(s) for approval should be sent to the Board members along with any supporting documents via e-mail.
- The Board members will vote on the item(s) for approval via the online voting system.
- The results of the online voting will be communicated at the following Board meeting.
- The Board members having voted electronically in advance of the Board meeting shall be considered as being present or represented at the Board meeting.
- Depending on the item at hand, the usual rules of quorums and majorities apply.

17.1.4. Invitations to Board meetings shall be sent by e-mail at least five (5) business days prior to the Board meeting and shall contain an agenda and any supporting documents. In urgent cases, this notice may be shorter.

17.2 Agenda

17.2.1. 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 majority of the Board members present or represented at that meeting.

17.3 Proxies

Should any Board member be unable to attend a Board meeting, the Board member can give to any other Board member, by any means of communication (for example, by letter, fax, or e-mail), a written proxy to represent it and vote in its name at the occasion of such Board meeting.

17.4. Quorum requirements

In order for the Board to deliberate validly, at least the simple majority (i.e., half + one (1)) of the Board members must be present or represented at each meeting.

17.5 Voting

17.5.1. Each Board member present or represented shall be entitled to exercise one vote per item for decision. Except otherwise provided for in the law or in these Articles of Association, all decisions of the Board are taken by simple majority, without taking into account the abstained votes neither at the nominator nor at the denominator.

17.5.2. 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 their 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 of those present or represented whether a conflicting interest exists in respect of that Board member. The member in question shall not participate in this vote.

17.5.3. The Chair of the meeting shall exercise the casting vote if necessary, in the event of a tied vote.

17.6 Minutes

17.6.1. The decisions are laid down in the minutes and submitted to the next Board meeting for approval. The minutes are kept at the registered office of the Association.

17.7 Procedure for Written approval

17.7.1. The decisions of the Board may be taken in writing by unanimous decision of all Board members. The decisions become effective as of the date when the last member of the Board has signed the decisions.

ARTICLE 18. WORKING GROUPS

18.1. The Board shall decide to create working groups (the “Working Groups”), whose aims and terms of reference it will fix, review, and approve every two (2) years, but which must be set up to meet strategic priorities of the Association and respect the Competition Compliance Guidelines as determined from time to time by the Board. The Working Groups may be temporary or permanent and can be suspended or dissolved by the Board. Access to membership of the Working Groups is to be defined by the membership category services as per the membership contract terms and conditions. Under exceptional circumstances, any members or non-members may be invited to join by the CEO.

18.2. The Board will appoint the chairperson for each Working Group from among the permanent representatives of the members of the Board. If under exceptional circumstances a special degree of expertise is needed to perform the task, which is not present in the Board, the Board may appoint an appropriately qualified person.

18.3. The Working Groups will have an advisory role to facilitate Board decisions. The Board and the General Assembly remain the decision-making bodies of the Association.

18.4. The CEO monitors and coordinates the activities of the Working Groups.

18.5. The Chairpersons of each Working Group and the Secretariat shall convene and organise the work of the Working Groups in consultation with the members. The Board shall approve the annual work plans of the Working Groups, as part of the WindEurope work programme.

ARTICLE 19. SECRETARIAT

19.1. The composition and organisation of the Secretariat is determined by the CEO in accordance with the recommendations of the Board.

19.2. The Secretariat carries out, under the supervision of the CEO, the administrative tasks of the Association, such as the maintaining of all records of the Association.

V. REPRESENTATION AND LIABILITY

ARTICLE 20. REPRESENTATION

20.1. The Association is validly represented vis-vis third parties and in courts, whether as claimant or as defendant, by the Board. Notwithstanding the general powers of representation of the Board, any deed, piece, or legal act made by the Association, shall be validly signed by any two of the following persons acting jointly: the CEO or the Chairperson or the Vice-Chairperson, who do not have to provide any justification towards third parties of a prior decision of the Board. The CEO shall have the power to validly sign alone all acts related to the daily management of the Association as stipulated in Article 5.2. For avoidance of doubt, bank account openings or closings are considered acts of daily management. In addition, special proxy holders may represent the Association within the limits of their special proxy.

ARTICLE 21. LIABILITY

21.1. The members of the Board do not enter into any personal obligation with regard to the undertakings of the Association. Their liability is limited to the execution of their mandate and to the faults committed during the management of the Association, as set out in the Belgian Companies and Associations Code.

VI. MISCELLANEOUS

ARTICLE 22. INTERNAL REGULATIONS

22.1. The Board may establish guidelines, internal regulations, and/ or other rules as well as WindEurope narratives and Core Principles.

ARTICLE 23. FINANCIAL YEAR

23.1. The financial year of the Association shall run from 1 January until 31 December of each year.

ARTICLE 25. LIQUIDATION

24.1. 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 25. STATUTORY PROVISIONS

25.1. All matters not expressly regulated by these Articles of Association shall be governed by the applicable statutory provisions or by the internal regulations of the Association. In the event of contradiction between the provisions of the Articles of Association, the internal regulations and the statutory provisions, the statutory provisions shall prevail, and the Articles of Association shall prevail over the internal regulations.