

ARTICLES OF ASSOCIATION

Revised version as of 23 April 2021 (after the original version of 7 December 2018) of the registered association

Industrial Association for Repowering, Dismantling and Recycling of Wind Turbines (RDRWind)

Article 1 Name, Legal Form and Registered Office

1. The Association has the name:
Industrial Association for Repowering, Dismantling and Recycling of Wind Turbines (RDRWind)
2. The Association has its office in Hanover.
3. It is registered in the register of associations in Hanover.
4. The financial year is the calendar year.
5. Choice of forum is Hanover.
6. The Association is to be registered in the register of associations with the addition of “e.V.”

Article 2 Objectives and Tasks

1. The Association is an industrial association and supports companies in Germany and abroad which deal with:
 - repowering
 - removal
 - dismantling
 - recyclingof wind turbines.

The purpose of the Association is to promote the dissemination of new professional applications and processes, standards and norms in these areas through information, networking, press and public relations work and support of R&D.

2. The Association shall also endeavour to actively support national and international expert committees and working groups from the wind industry and the waste management and recycling sectors in their work and, if necessary, to found new ones, as well as increase and disseminate innovations and knowledge from the above-mentioned areas.

3. The Association sees itself as a representation of the companies which are active and cooperate in this field and develops information materials, market overviews and statistical market data and makes these data available to its members.

The development of new standards and norms is of particular importance. It is also considered to develop a new quality label in connection with new standards.

4. The Association builds a national network and expands it by an international network of contacts, which is intended to grow on an ongoing basis and to be made accessible to its members.
5. To promote its goals, the Association will regularly:
 - a. issue notices to its members.
 - b. perform public relations work to promote the purpose of the Association.
 - c. organise public symposia and seminars for interested participants from Germany and abroad and have the lectures published in a suitable form by the Association itself or by third parties.
 - d. provide support in the definition of quality and testing criteria.
 - e. award innovation prizes.
 - f. inform about relevant trade fairs and conferences as well as training and further education measures of third parties.
 - g. participate in the development of standards and in national and international standardization projects.
 - h. protect their trade marks against misuse and other impairments.
 - i. promote honesty in trade.
6. The Association shall obtain membership in other organizations or make use of their services in an appropriate manner in order to fulfil its tasks.
7. The Association does not pursue political aims and does not represent individual interests of members. The purpose of the Association is not primarily aimed at commercial business operations. Activities of the Association may not, in terms of content and scope, lead to the loss of qualification as a tax-exempt professional association.

Article 3 Membership

1. The Association comprises:
 - a. ordinary members,
 - b. extraordinary members,
 - c. scientific institutes,
 - d. honorary members,
 - e. corporate members,
 - f. private persons.

2. Ordinary members:

Companies of all legal forms at home and abroad which are active in the above-mentioned business areas and/or have the relevant expertise covering the rules of technology and possess the appropriate equipment in production and quality control.

3. Extraordinary members:

Companies of any legal forms from Germany or abroad that are interested in a technical and scientific cooperation with *RDRWind*, or that offer relevant advisory services in the field.

4. Scientific institutes:

Scientific institutes in Germany and abroad which are actively involved in the cooperation and the exchange of documents with the Association. Admission is permissible if it is conducive to the purposes and tasks of the Association.

5. Honorary members:

Honorary members can be natural persons or legal entities. They are appointed because of special merits upon proposal of the Board by the General Assembly. They are exempted from paying member fees.

6. Corporate members:

Admission of other organisations/associations is permissible if it is conducive to the purposes and tasks of the Association. The independence of *RDRWind* must be preserved.

7. Membership

Membership is not transferable and not hereditary. Membership is linked to the company or the scientific institute.

Article 4 Acquisition of Membership

1. The Board decides on the acquisition of a membership.

If the Article 3 Clause 2 is fulfilled, the request for admission must be accepted unless a 2/3 majority of the Board declines the application.

2. An objection to a rejection by the Board can be lodged in writing with the Board within four weeks of the announcement of the rejection decision by the Board. If, upon re-examination, the Board maintains its rejection decision, the objection shall be submitted to the next General Assembly for a final decision. Should the majority of voices present or represented at the General Assembly decide to admit the applicant, the application for admission is accepted; otherwise the applicant is definitively rejected.

Article 5 Rights of Members

All members are entitled to receive advice and support in all matters within the scope of tasks of the Association.

Article 6 Duties of Members

1. Members shall comply with the provisions of the Articles of Association and fulfil the resolutions adopted by the General Assembly in accordance with the Articles of Association. They are obliged to support the Association in fulfilling their statutory tasks. Members shall not act contrary to the measures of the Board which it has undertaken as part of its statutory powers.
2. Members shall be obliged to pay the membership fees that are specified in the fee regulations.

Article 7 Termination of Membership

1. Membership terminates by resignation. Resignation can only be declared in writing by a letter to the authorised representative of the Board of the Association (management body) with a notice period of six months at the end of a business year. The resignation does not affect the member's obligation to pay contributions in the year of termination.
2. Membership shall also expire in the event of liquidation or insolvency of the respective member company or through by the death of a natural person, insofar as this person is a member of the Association.
3. Membership shall also expire due to expulsion if a member grossly violates their duties towards the Association or fails to meet their contribution obligations despite two reminders.

Once the Board has begun its expulsion procedure, all rights of the members potentially affected by the expulsion shall immediately be suspended until a final legally binding decision is made.

4. The Board decides on the expulsion, against which a written objection may be lodged within a period of 4 weeks after notification. The objection must be addressed to the Board. If the Board upholds its decision, the objection shall be presented to the next General Assembly

for final decision. In this case, the obligation to pay membership fees remains in force until a final decision by the General Assembly. The General Assembly shall make a binding decision on the expulsion by a majority of votes present or represented. The member affected by the expulsion is not entitled to vote.

5. In the event of termination of membership, there is no entitlement to reimbursement of any contributions or other payments or to the distribution of a proportionate share of the assets of the Association.

Article 8 Bodies of the Association

Bodies of the Association are:

- a) General Assembly and
- b) the Board.
- c) Should a Management Board be appointed, the Management Board.

Article 9 General Assembly

1. The General Assembly of the Association consists of its members respectively representatives. Each ordinary and extraordinary member and each scientific institute shall have one vote. Voting by proxy is permitted, however no representative may aggregate more than 10 votes. The right to vote may be transferred to another member by written authorisation. The proxy is only valid if it has been presented to the Board before the start of the General Assembly. The own and the transferred votes can only be cast uniformly. The transfer of voting rights can only be granted for the respective General Assembly as a whole. Honorary members and corporate members only have advisory votes. They do not participate in the voting.
2. The General Assembly decides on all fundamental issues of the Association insofar as they are not delegated to the Board or the Management Board. The General Assembly shall be responsible for:
 - a. election of the Board,
 - b. acceptance and approval of the annual report.
 - c. acceptance of the annual accounts,
 - d. discharge of the Board,
 - e. approval of the budget estimate prepared by the Board,
 - f. fee regulations,
 - g. election of two auditors for a period of 2 years,
 - h. modification of the Articles of the Association,
 - i. changes to the purpose of the Association,

- j. the resolution on the dissolution of the Association and on the use of its assets.
3. The General Assembly shall be held:
 - a. regularly once every financial year (ordinary General Assembly),
 - b. upon resolution of the Board (extraordinary General Assembly),
 - c. upon written and justified request of a tenth of all members eligible to vote.
 4. The invitations to a General Assembly shall be issued in writing by the Chairman of the Board or their representative by means of a simple letter to which the agenda is attached. Invitations can also be sent by email. Invitations shall be sent by post or email at the latest two weeks prior to the General Assembly.
 5. Only the items listed in the agenda are subject to resolution. The General Assembly shall constitute a quorum if it has been duly convened and at least 30 % of members with voting rights are present or represented. If the required quorum is not reached at the General Assembly, the Chairman of the Board or their representative shall immediately convene an assembly on the same items on the agenda in writing, giving at least two weeks' notice. This shall be expressly indicated in the invitation to the repeat assembly.
 6. Resolutions in the General Assembly shall be adopted with simple majority of the votes present or represented insofar as no 2/3 majority is required for a resolution to be adopted pursuant to Article 9 Clause 7. Even without an assembly of members, a resolution shall come into effect if all members declare their consent to the resolution in writing. For this purpose, the draft resolution shall be sent to all members by post (or by email) with a 4 weeks' notice for voting. Votes that have not been received by the Association by the end of the period shall be deemed abstentions.
 7. Resolutions on amendments to the Articles of Association, changes to the purpose of the Association and/or the dissolution of the Association and an appropriation of its assets require a majority of 2/3 of the votes present or represented to become effective
 8. Minutes shall be kept of each General Assembly and the resolutions passed there must be undersigned by the Chairperson of the Meeting, the Vice-Chairman and the Managing Director, if one has been appointed. Meeting chairperson is the Chairman of the Board in office, during his absence his Vice-Chairman. This does not apply to the election to the Board and to motions to discharge the Board or to the assertion of claims against members of the Board. In such cases the Chairman of the Assembly shall be appointed by the General Assembly.

9. A member is not entitled to vote if the resolution to be adopted entails the conclusion of a legal transaction with him/her, or the initiation or settlement of a legal dispute between him/her and the Association.

Article 10 The Board

1. The Board shall consist of a maximum of five – but always an odd number – ordinary or extraordinary members or scientific institutes, who shall be elected by secret ballot by the General Assembly for a term of three financial years. The majority of the Board must always consist of ordinary and extraordinary members.

2. Members of the Board may be natural persons or legal entities.

If a member of the Board is a legal entity, this member is represented by their legal representative (e.g. a Managing Director). By resolution of the General Assembly, the legal representative(s) may be exempted - in whole or in part - from the restrictions of Section 181 BGB (German Civil Code).

Each member of the Board may also be represented by a proxy. This authorised representative shall either be an employee of the member appointed as Board Member or a person bound by professional confidentiality such as a lawyer, chartered accountant, certified auditor or tax consultant. The power of attorney must be presented in writing at board meetings or other actions of the respective board member, unless the law provides for a different form in individual cases.

3. If a member of the Board resigns during their term of appointment, the Chairman shall provisionally appoint a representative for the vacant position on the Board. The appointed acting representative also has full voting rights and represents the Board, as defined below, within the meaning of Section 26 German Civil Code. The acting exercise of the board is valid until revoked or until a new board position is elected.

A member of the Board shall resign from the Board if their membership as ordinary or extraordinary member or scientific institute ends.

4. The members of the Board select the Chairman and the 2nd Vice-Chairman from among their members.

5. The Chairman of the Board and his two Vice-Chairmen are considered the Board pursuant to Section 26 German Civil Code. Any two of them represent the Association in legal and extrajudicial matters. In the event that the Board only consists of one member, this member shall represent the Board alone.

6. The Board manages the Association and appoints the Management. It is bound by the resolutions of the General Assembly.

7. Upon request of two Board Members, the Chairman, or if he is unable to do so one of his deputies, must convene a meeting of the Board.

The Board is quorate if more than half of its members are present in person. Representation at Board meetings is - subject to the provision in paragraph 2 - not permitted. The Board passes resolutions by simple majority of the votes cast. Each Board Member has a vote. In the event of parity of votes, the Chairman shall have a second vote.

8. In order to carry out certain tasks, the Board may, as required, set up permanent working groups/committees/advisory boards formed for specific purposes.
9. The activity of the Board members for the Association is honorary. The Association may provide the members of the Board with reasonable remuneration for their time and effort. The amount of the remuneration is determined by resolution of the General Assembly starting from the 2019 fiscal year.

Article 11 Management

1. The Board shall appoint a Managing Director by a simple majority.
2. The Management is responsible for executing the resolutions of all bodies and subdivisions and the handling of ongoing business. It is responsible to the Board and bound to its instructions. It is authorised to manage the amounts indicated in the approved budget in line with the intended purposes.
3. The Management shall participate in the meetings of all bodies and subdivisions of the Association without having the right to vote. The Management is responsible for preparing the minutes which are considered approved unless an appeal has been made with the Management within 4 weeks after dispatch. The Board shall give advice and decide on matters which pertain to the Management itself during the absence of the members of the Management.
4. The Management has to carry out its work in strictly neutral manner. It is obliged to treat the processes that come to light in the course of business as strictly confidential.

Article 12 Subdivision

The Association can set up work groups, committees and advisory boards in order to perform defined tasks. The Association is entitled to dissolve subdivisions again on resolution of the Board at any time.

Article 13 Use of the Association Assets

In the event of the dissolution of the Association or the cessation of its previous purpose, the remaining assets of the Association after the settlement of all liabilities may not be refunded to the members. The assets shall only be utilised in accordance with the purpose of the Association according to Article 9 Clause 2.k) of these Articles of Association. The resolution of on utilisation of the assets may only be implemented as soon as the responsible tax office has been heard and has not raised any objections.

Article 14 Authorisation

According to Section 26 of the German Civil Code, the Board is authorised to make any formal or editorial amendments to the Articles of the Association at their own discretion that are necessary at the request of the competent judge at the local court.

Article 15 Confidentiality for Board and Advisory Boards

1. Members of the board and advisory boards are obligated to treat all information they become aware of directly or indirectly in the course of their activities and which has not already been made public as confidential and to maintain confidentiality towards third parties. They shall not process, make accessible to third parties, disclose, or otherwise use personal or business-related data stored or disclosed to them within the scope of their activities for the Association for any purpose other than the lawful fulfilment of their duties as board members. The data protection laws of the Federal Government and the State of Berlin in the respective current version must be observed.

2. This confidentiality agreement applies in particular to

(a) internal processes as well as unfinished strategic and financial planning,

(b) the personal and economic circumstances and data of employees, members and cooperation partners.

3. The confidentiality agreement extends to all statements made not only to strangers, but also towards relatives in compliance with the Section 11 of the German Penal Code (StGB): it comprises all documents, business documents, receipts and all communication means used by the Board.

4. The obligations mentioned here persist after termination of the activity in the Board or Advisory Board.

Article 16 Data Protection in the Association

As from 25 May 2018 the General Data Protection Regulation (GDPR) applies in Germany and all other member states of the European Union. The GDPR shall be directly applicable from this date and supersedes the previously applicable data protection regulations. In some places of the General Data Protection Regulation, the national legislator is authorised to specify and supplement the provisions of the Regulation (so-called opening clauses). The German legislature has made use of them by creating the Bundesdatenschutzgesetz-new (new Federal Data Protection Act). Legal basis for the processing of personal data therefore are the GDPR (including recitals) and the new Federal Data Protection Act as from 25 May 2018.

If an association (organisation) processes personal data of its members and other persons entirely or partly automatically or if non-automated processing of personal data that is stored in a filing system or is to be stored takes place, Article 2 (1) GDPR opens up its scope of application.

This means that basically all provisions of the GDPR shall also apply to us.

The RDRWind association will therefore also prepare a privacy policy. This will include amongst others the "Duty to provide information when collecting personal data from the data subject" pursuant to Article 13 of the General Data Protection Regulation (GDPR).