

STATUTES

Section I

General Provisions

The present statutes are those of a non-profit organisation (a.s.b.l.) constituted conforming to the Belgian law of 27th of June 1921 as amended by the law of 2 May 2002.

Article 1 – Name

A non-profit industry organisation named « European Solar Thermal Electricity Association » abbreviated (« ESTELA »), in following referred to « the Association » is founded by the present statutes.

Article 2 – Registered seat

The Association is located in the Region of Brussels Capital (Belgium). Its registered seat is located in nr. 63-67 rue d'Arlon in 1040 Brussels (Belgium), belonging to the jurisdiction of Brussels. Its seat may be transferred to any other place in Belgium designated by the General Assembly.

Article 3 - Duration

The duration of existence of the Association is unlimited. It can be dissolved at any time.

Article 4 Objective

The objective of the Association is:

- a) To promote solar thermal technologies mainly for the generation of electric power with the aim to establish a sustainable energy system and to combat climate change;
- b) To promote solar thermal technologies for the generation of electric power in Europe on all political and administrative levels (local, regional, national and European) ;
- c) To support European initiatives aiming at the development of the European solar thermal electricity industry and to contribute to the energy targets of the European Union, in particular with regard to renewable energy sources
- d) To develop and support research and technical innovation in this field as well as higher and professional education including positive action for equal chances
- e) To promote scientific and technical excellence regarding the conception, construction and the start up and operation of solar thermal power installations ;
- f) To promote solar thermal power generation on the international level in particular in the Mediterranean and developing countries ;

- g) To cooperate on worldwide level in order to contribute to a sustainable development and to combat climate change
- h) To represent the European solar thermal electricity industry at European and worldwide level

The Association carries out in particular the following activities in order to achieve its objectives:

- a) To undertake, complete or coordinate studies on scientific, technological, economical, sociological, legal and political questions which are related to objectives of the Association
- b) To cooperate with the European Institutions, standardisation bodies, research institutes, and others with the aim to develop and update technical norms and certification procedures concerning the specific technical equipment which is necessary for the generation of solar thermal power
- c) To publish and distribute online information in line with the objectives of the Association
- d) To organise meetings, working groups, conferences and other events in line with the objectives of the Association
- e) To conduct any other activities in line with the Belgian law which could support the objectives of the Association.

Section II

MEMBERS

Chapter 1 – Admission

Article 5

The number of members of the Association is not limited. The minimum is fixed at three. The first members are the undersigned founders.

Article 6

- 6.1 The Association has full and associate members.
- 6.2 The Association is open to legal persons or their branches or subsidiaries which are operating in the solar thermal electricity industry and which have one of their centres of activity in a European country, in following referred to as industry members. National associations with similar nature and objectives as ESTELA can become members. Both industry members and national associations are full members. Only full members have the right to vote and can stand for election in the bodies of the association.
- 6.3 Other legal persons not belonging to the aforementioned member categories can become associate members under the condition that they are partly or totally active in the solar thermal sector and they belong to one or more of the following categories due to their activity or legal form:

- Research institutions and technology centres;
- Standardisation, control and testing authorities,
- Public services;
- Consultants
- Governmental or other institutions

6.4 Associate members do not have voting rights and cannot be elected for the Executive Committee. Regarding the receipt of information, bulletins and documents published by the Association's office, associate members have the same rights as full members.

Article 7

7.1. The application for membership has to be made in writing and is to be addressed to the president or the secretary general. The candidate needs to fill out an application form in writing in order to provide the necessary information concerning his organisation and the annual turnover from solar thermal power business.

7.2. The Executive Committee decides about the admission of new members with qualified majority. It is not obliged to give reasons for its decisions.

In case a membership application has been rejected by the Executive Committee, the candidate may appeal to the general assembly for a revision of this decision.

Chapter 2 - Membership list

Article 8

A list with the members of the association and their addresses, as well as with the ESTELA Executive Committee members and the secretariat staff is to be kept in the register of the Association. The list will also be published on the Association's website.

The register is held at the registered seat of the Association.

Chapter 3 – Exclusion et demission

Article 9

9.1 At any moment a member may withdraw from the Association by sending a letter of termination to the president or the secretary general by registered mail. The membership will end immediately after the registered letter has been received.

9.2. Without prejudice to par. 9.1., members that fail to pay their membership fee are automatically excluded from the Association if the outstanding fee is not paid within 15 days after a demand note has been sent by registered letter. This exclusion enters into force automatically 15 days afterwards.

9.3. In addition, the withdrawal, suspension and exclusion of members are conducted according to the provisions of article 12 of the law of 27 June 1921.

Article 10

A member that withdraws or has been excluded does not dispose of any right or interest in the assets of the Association. It is liable for all unpaid membership fees and cannot claim the reimbursement of membership fees or other sums.

Section IV

Membership fee

Article 11

11.1. A candidate that has been accepted will only become member after the payment of its membership fee.

11.2. Every member is responsible for the annual payment of the fee, but it does not assume any personnel responsibility for any engagement in the name of the association.

11.3. The members share the costs of the Association by paying an annual membership fee which is fixed by the General Assembly, based on the proposal made by the Executive Committee. The annual fee may not exceed 100,000 EUR.

Section V

GENERAL ASSEMBLY

Article 12

The General Assembly is the sovereign authority of the Association. It has the comprehensive competence for acting for the association and its role comprises in particular, but not exclusively

- a) Determine the general policy of the Association in order to give orientation to the Executive Committee ;
- b) Accept new members whenever the admission has not been authorised by the Executive Committee and an appeal has been filed; exclude members, except the exclusion is automatic;
- c) Elect the president and the vice-presidents and the further members of the Executive Committee
- d) Approve the annual report of the Executive Committee, the budget and the accounts
- e) Set the annual membership fee based on the proposal of the Executive Committee ;
- f) To appoint an independent commissioner for auditing the accounts of the Association ;
- g) Amendment of the statutes;

- h) Voluntary dissolution of the Association.

Article 13

13.1. The General Assembly is composed of the members of the Association. The President of the Association presides over the General Assembly.

13.2. The General Assembly is convened by the Executive Committee via ordinary mail or fax or electronic mail addressed to each member at least fifteen calendar days before the assembly and signed by the secretary on behalf of the president. The agenda is mentioned in the convocation. Except for the cases foreseen in the law of 27th of June 1921, the assembly can deliberately add points which have not been mentioned in the agenda.

13.3. The General Assembly has to be convened at least once a year. By decision of the Executive Committee or on demand of at least one fifth of the full members of the association an extraordinary General Assembly can be called at all times.

13.4. The General Assembly decides by simple majority except otherwise foreseen in the law of 27 June 1921. The weighting of the votes is defined in the bye laws.

13.5. Unless the law of the 27th of June 1921 decides differently, the assembly is composed validly if at least one third of its members are present or represented. In the absence of a quorum, a second assembly must be held within six weeks at which no quorum will be required. The decisions are taken by the majority of votes.

13.6. The decisions of the assembly are recorded in a register of acts of the Association in form of a protocol, signed by the President.

Section VI

ADMINISTRATION

Article 14 President and Vice Presidents

14.1. The President will be elected by the General Assembly for a two-year period and may only be re-elected once to a second term. He may be elected again for another term at a later time. The President represents the association vis-à-vis third parties. He is responsible of the image and the promotion of the association especially vis-à-vis the European institutions, different member states, other international organisations and associations and media. The President represents the Association towards juridical institutions in all legal actions as defendant or plaintiff, in case of the latter only upon decision of the Executive Committee. Apart from legal actions the president can delegate within the provisions of the Belgium law either permanently or on a case by case basis part of his functions to the other members of the Executive Committee or the Secretary General.

14.2. The Association has at least two vice presidents who will be elected by the General Assembly. The details are regulated in the bye laws.

Article 15 Secretary General

15.1. The Secretary General is appointed by the Executive Committee.

15.2. He is responsible for the day to day administration of the Association. In addition, his competences include in particular

- The management of the secretariat of the Association in his own responsibility
- To represent the Association towards the European institutions, other institutions and groups on European and worldwide level as well as the media
- To assist the Association to pursue its objectives in the broadest sense.

The remuneration is determined by the Executive Committee. In case the Secretary General executes his position on an honorary basis, he has to be compensated adequately for all his costs incurred due to the execution of his duties. The details are regulated in the bye laws.

Article 16 - Executive Committee

16.1. The Executive Committee is composed of a maximum of nine members elected by the General Assembly. Its members are elected by the General Assembly. The Executive Committee is responsible for the whole administration of the association. It is in particular responsible for

- drafting the annual report, the budget and the accounts
- implementing the decisions of the General Assembly

16.2. The Executive Committee can delegate its duties to the secretary general except the budgetary responsibility.

16.3. The Executive Committee takes its decisions with simple majority unless the law of 27 June 1921 prescribes otherwise. The Executive Committee appoints within its members a secretary and a treasurer.

Section VII

Finances

Article 17

17.1 The financial resources of the Association consist of contributions from its members as well as any other kind of income. The internal rules of procedure lay down the scale of financial contributions.

17.2. The financial year starts at the 1st of January and ends on the 31st of December. Each year for the 31st of December the annual statement of account is established as well as the budget for the upcoming year. Both are submitted to the regular General Assembly for approval.

17.3. The annual accounts are to be audited by an official financial auditor in accordance with the provisions foreseen in the law of 27 June 1921.

Section VIII

Language

Article 18

The main working language of the association is English.

Section IX

Final Provisions

Article 19 Amendments

All modifications of the statutes are carried out in conformity with the legal provisions of the law of 27th June 1921.

Article 20 Bye laws

The conditions on which these statutes shall be implemented are set out in the Bye-Laws of the Association.

Article 21 Dissolution

In case of deliberate dissolution, the General Assembly will nominate two executors and determine their power. In all cases of deliberate or judicial dissolution, regardless the moment or the cause for the dissolution, the net worth of the dissolved Association will be allocated to similar works, to be designed by the general assembly.

Article 22

All, which is not foreseen explicitly in the present statutes, is regulated according to the law of the 27th of June 1921.