

Articles of association EUREC AGENCY

European Economic Interest Grouping

1. Name – Term – Seat – Goal

Section 1 : Name

The interest grouping bears the name “EUREC Agency” abbreviation of “European Renewable Energy Centres Agency”.

This name should appear on all official documents, invoices, announcements, letters, orders and other documents from the interest grouping. After the name, reference will always be made to “European Economic Interest Grouping” or the abbreviation “EEIG”. Reference will also be given to the seat of the Interest Grouping followed by the words “Register of the Economic Interest Groupings” or the abbreviation “REIG” together with the reference to the seat of the commercial court, which registered the incorporation, and the incorporation-number.

Section 2 : Seat

The seat as of 15 January 2006 is established at :

Rue d’Arlon 63-65
1040 Brussels
Belgium

The transfer of the seat can be decided, with unanimity, by the College of Members and will constitute an amendment to the articles of association. This alteration shall be made public in the appendices to the “Belgisch Staatsblad/ Le Moniteur” and the “Official Journal of the European Communities”.

Section 3 : Term

The Interest Grouping is set up for an indefinite term. It can be dissolved at any time by a decision of the College of Members on the conditions stipulate in section 21.

Section 4 : Goal

The goal of the Interest Grouping is to facilitate and increase the economic activities, the R&D efforts, and the implementation of the R&D results, in the field of renewable energy. In order to reach this goal the Interest Grouping can foster the exchange of information and scientists between its members, enhance cooperation on joint projects, collaborate with similar centres and institutes in developing countries and other non-EU countries, and advise the European Commission of the European Communities and others on R&D in the field of renewable energy and especially on questions of strategy, implementation and evaluation of results, and other relevant matters.

In any event the Interest Grouping can perform all legal transactions or activities, necessary for the achievement of its goal.

2. Equity Capital

Section 5 : Equity Capital

The Interest Grouping is constituted without equity capital

3. Rights and Obligations of the Members

Section 6 : Rights and obligations of the members

The members of the Interest Grouping have the right to use all services offered by the Interest Grouping. In case the cost of such use by a member exceeds his annual membership-fee, such member shall be invoiced for such additional costs.

Section 7 : Unlimited joint and several liability

The members of the Interest Grouping have an unlimited, joint and several liability for the debts, whatever their nature is, of the Interest Grouping.

Among the members of the Interest Grouping the liability will be restricted as described in the By-law.

Section 8 : Members

The members of the Agency will be companies (as stated in Article 58, paragraph 2 of the Treaty constituting the European Community) or other legal entities of public or private status, which are constituted in conformity with the legislation of a Member State of the European Union and which have their statutory seat or registered seat and principal seat in one of the Member States. Whenever the legislation of a Member State does not require the company, or any other legal entity, to have a legal or statutory seat, it is sufficient that the company, or any other legal entity, has its principal seat within a Member State. This company can be an institute or a division within an institute. These institutions must have as one of their principal activities research and development in the field of renewable energy, i.e. solar energy and its applications for buildings, photovoltaics, biomass, wind energy or others.

Section 8bis: Associate members

Associate members of EUREC Agency will be companies or other legal entities of public or private status that comply with all membership criteria as mentioned in Section 8, with the difference that

- they don't have a seat in a member state of the European Union
- their legal status does not allow them to become member of a European Economic Interest Group.

Associate membership allows organisations to follow-up and support EUREC Agency without being legally member.

Research Groups that are candidates for Associate Membership should answer the same "quality criteria" as Full Members as outlined in Section 9. However, with regard to the admission of Associate Members these criteria will be applied in a more flexible manner as compared to the admission of Full Members.

The College of Members decides with unanimity on the admission of candidate Associate Members

Associate Members that want to resign can send at any moment a demand for resignation to the President. Resignation will be effective from the first of January of the year following the receipt of the demand for resignation by the President.

An Associate Member can be excluded by decision of the College of Members by simple majority of the votes cast.

Associate Members do not share in the liability of the EEIG, as Full Members do. Therefore Associate Members have no voting rights in College of Members meetings and cannot candidate for a position in the Board of Management or in the Executive Board.

Associate Membership is open ONLY to those entities that are not legally eligible to become a full member. Examples are departments of universities, not having legal status on their own, departments of national or regional state agencies and organisations not having their legal seat in the EU.

Associate Members can be fully involved in the activities of EUREC Agency and enjoy the same advantages as Full Members, for instance receive the same information, be invited and can participate in the same meetings, make use of the meeting rooms in Brussels, etc.

Associate Members are encouraged to "support financially" the association to a level comparable with the member fees level. The exact amount of this support will be defined by the College of Members upon admission of the candidate Associate Member. This support will take the form of "sponsorships" for EUREC activities, such as for instance the European Master course in renewables.

Section 9 : Admission of new members

Criteria for membership of the Interest Grouping are the following:

1. the research group should be proposed by 3 independent EUREC members representing at least two countries
2. only single research entities can be accepted (and not entire universities).
3. the research facilities should be visited by a EUREC delegation
4. the research group should have at least 10 persons active in the field of RD&D on renewable energies.
5. the research group should exist in the same form for at least 5 years, to ensure the stability of the group.

The members of the Interest Grouping united in the College of Members, decide with unanimity on the admission of a new member. The new members have to fulfil the conditions set forth in section 8.

The new members will be exempted from payments of the debts made by the Interest Grouping before admission of the new member. This will be announced in order to oppose against third parties.

Section 10 : Resignation

The demand for resignation, well motivated by the member, will be addressed to the President who will inform the College of Members on its next reunion (meeting) about such demand. The resignation will be effective from the date on which the President of the Interest Grouping took notice of such demand.

The member, who wishes to resign, remains responsible for the payments of the debts made by the Interest Grouping before the effective date of resignation.

Section 11 : Exclusion

A member can be excluded by the College of Members for the following reasons:

- whenever a member refuses to pay its contributions (as mentioned in section 20).
- whenever a member does no longer perform activities in the field of renewable energy on a regular basis.
- whenever a member performs activities conflicting with the goal set forth in section 4.

The decision to exclude a member will be taken by the College of Members by a two-third majority of the votes cast. The member, whose membership is in discussion, is not allowed to participate in this voting.

The President, who will inform all the members of the Interest Grouping, will take the initiative for this procedure.

Section 12 : Exclusion ipso jure

A member is excluded ipso jure from the Interest Grouping whenever he performs no longer R&D or industrial activities or whenever he can no longer fulfil the legal conditions required for being a member of a European Economic Interest Grouping.

A member is also excluded ipso jure whenever the member enters into bankruptcy, liquidation, and acceptance of a composition with bankrupt or any other arrangement for the benefits of its creditors.

4. Management and Representation

Section 13 : Organisation

The Interest Grouping will comprise three distinct parts :

- College of Members
- Board of Management
- Advisory Board

Section 14 : The College of Members

The College of Members is composed of all members of the Interest Grouping. The College of Members can take all decisions necessary for the realisation of the objectives of the Interest Grouping. Each member has one vote at its disposal. The decisions of the College of Members will be taken by majority of the votes cast except for those decisions, mentioned in Article 17/2 of Regulation nr. 2137 dated July 25th, 1985 of the Council of the European Communities, which require an unanimous decision of the College of Members. The voting will be done by show of hands, except in the case of elections of the President, Vice President and Executive Bureau, which shall be done by a means which allows the voting to be confidential

Every member is allowed to be represented at the College of Members by a proxy who must be a member as well. A member can represent only one of the other members. The powers of attorney can be given by means of a letter or by fax and are handed over to the President at the beginning of the (meeting of the) College of Members.

The College of Members will be organised, summoned and presided by the President. The College of Members will be summoned whenever it is necessary or whenever it is requested by 1/3 of the members. The College of Members will be summoned at least once a year around the month of June. During this annual meeting the College of Members will deliberate on the annual account and the budget estimates. The Secretary General will invite the Members to a meeting of the College of Members by (...) letter (, fax or e-mail) , the latest one month before the meeting of the College of Members will take place. The invitation to the meeting will also mention the agenda of the meeting of the College of Members. The place where the College of Members will be held will be specified by the previous College of Members (President).

Section 15 : Board of Management

The Board of Management is composed by two members: the President, who will act as a Managing Director, and a Vice-President, who will perform his duties under the supervision of the President.

The President and the Vice-President are elected out of the (representatives of the) members of the College of members. The term of their mandate is three years. After this term their mandate will become vacant, although they will continue to fulfil their duties until a new President and Vice-President has been elected. The College of Members will elect a new President and Vice-President at the last meeting of the three years term.

The College of Members elects the President and Vice-President by majority of the votes cast.

Candidatures for these elections should be received by the EUREC-office one month before the elections will take place.

The outgoing President and Vice-President may stand for re-election but may not hold the position for more than two consecutive three-year terms. .

The members of the Board of Management can resign at any time, but they continue to fulfil their duties until they are replaced.

Every member of the Interest Grouping can require the resignation of a member of the Board of Management for well-founded reasons. The request has to be sent by such member to all the other members of the Interest Grouping. The College of Members has to vote on this subject, which will be ipso jure the first item on the agenda, on their first meeting following this request.

The Vice-President assists the President during his mandate and replaces him whenever it is necessary.

The rights, obligations, decisions and actions of the Board of Management have to be in accordance with Regulation nr. 2137 of the Council of the European Communities. The Board of Management can take all decisions (administrative acts as well as acts of disposal) necessary for the achievement of the goal of the Interest Grouping. The Board of Management or the Secretary General represent the Interest Grouping in dealing with third parties in an exclusive manner for all collective operations of administration.

Only the President or persons, within the framework of their power of attorney, appointed by the President can conclude and sign agreements between the Interest Grouping and third parties. However, for obligations, which exceed the threshold amount, , co-signature of the President and Vice-President will be required.

The College of Members may stipulate every year, on its statutory annual meeting, the threshold amount to which the Interest Grouping can be bound by the President or persons, within the framework of their power of attorney, appointed by the President.

The President is responsible for the secretariat and the financial affairs of the Interest Grouping.

The functions of President and Vice-President are unsalaried. The President and Vice-President have a right to the reimbursement of their costs. This reimbursement has to be approved annually by the College of Members.

The President and Vice-President are liable for their failure to perform correctly their tasks.

Section 15bis : Executive Board

The College of Members will elect out of its members an Executive Board.

This Executive Board will be composed of not more than 10 members. The President and Vice-President of EUREC will also take part in the meetings of the Executive Board with the right to vote. The Executive Board will be presided by the President of EUREC.

All members of the Executive Board will be elected for a term of three years. However, the first term of the Executive Board will be limited to eighteen months after which term eight new members of the Executive Bureau will be elected for a three-year term.

The College of Members elects the Members of the Executive Board by majority of the votes cast. If more than eight candidates receive a majority of the votes cast, the eight candidates who have obtained the highest number of votes will be (are) elected.

At the end of each term the mandates become vacant automatically but the members continue to fulfil their duties until they are replaced. The College of Members will elect new members of the Executive Board at the last meeting of their 3 years term.

Candidatures for these elections should be received by the EUREC office one month before the elections will take place.

The outgoing members of the Executive Board may stand for re-election but cannot hold the position for more than two consecutive terms.

The members of the Executive Board can resign at any time, but they continue to fulfil their duties until they are replaced.

The College of Members will decide on the authority of the Executive Board.

The membership of the Executive Board will not be remunerated.

Section 15 ter : Daily Management

The College of Members is entitled to entrust the daily management of EUREC, as well as the representation of the company (Interest Grouping) in this connection to a person who will carry the title of Secretary-General.

The Secretary-General will be nominated by a decision of the Executive Board taken with a two thirds majority of the votes cast.

The Executive Board will decide on the authority of the Secretary-General and his remuneration.

The Secretary-General will perform his duties under the supervision of the Board of Management.

The Board of Management and the Secretary-General of the company (Interest Grouping) are entitled to entrust special powers to authorised agents for the execution of special tasks related to the daily management of EUREC.

Section 16 : Advisory Board

An Advisory Board, which may include representatives of the European Commission, the relevant Ministries and services in the national governments of the member countries (Member States) , complementary associations and renewable energy industries, may be established at the discretion of the College of Members. The members of the advisory board will be invited in their personal capacity. The Advisory Board will be elected on block for the duration of 2 years by the College of Members, on proposal from the President. Re-election is possible.

The College of Members and the Board of Management are not bound by the decisions of the Advisory Board. Each member of the Advisory Board has the possibility to perform certain precisely defined and time-limited tasks, proposed by the President.

5. Control

Section 17 : Control

Every member of the Interest Grouping has the right to obtain information from the members of the Board of Management on the Interest Grouping, the bookkeeping and every bookkeeping voucher and all other documents, which refer to the Interest Grouping.

An Auditor will be appointed by the College of Members for a period of three years. This auditor will be authorised to audit all financial and commercial transactions and documents necessary to make an annual report, which will be presented, to the College of Members as an annex to the annual account.

6. Annual Account – Distribution of Profit and Loss

Section 18: Financial year – Inventory and Annual account

The financial year of the Interest Grouping starts the first of January and ends the thirty-first of December. The first financial year however will start on the date of registration and will extend exceptionally until December 31st, 1992.

The Interest Grouping will keep the books according to the Belgian Bookkeeping Law of July 17th, 1975 and its administrative decrees stating executory measures for the enforcement of the law (Royal Decrees). As a consequence an annual account and inventory will be made. The President is responsible for the bookkeeping, the annual account and the inventory. An annual report will also be made by the Secretary General.

Within six months after closing of the financial year, the annual account will be presented for approval to the College of Members.

Section 19 : Distribution of profit and loss

The profit or loss resulting out of the activities of the Interest Grouping will be regarded as profit and loss of the members and will be distributed among them in equal parts. However the College of Members can decide that the profit will be reserved in the annual account.

Section 20 : Contribution

The members will pay the annual contribution, which will be fixed for the next financial year by the College of Members on their annual meeting in June. Invoices will be sent to every member at the beginning of the financial year.

7. Dissolution - Liquidation

Section 21 : Dissolution

The Interest Grouping will be dissolved whenever:

it is decided, by unanimity, by the College of Members
a judicial decision is taken in those cases as specified by law.
There is only one member left in the Interest Grouping.

Section 22 : Liquidation

The President, who is in charge at the moment of dissolution, will be liquidator ipso jure with the power given to him by the College of Members or the Law (Art 23 §3 et seq. Law on the EEIG).

8. General Enacting Terms

Section 23 : Choice of residence

The President and Vice-President will have as their residence the seat of the Interest Grouping, in case their domicile is unknown.

Section 24 : Disputes – Competent court

The court of the district where the seat of the Interest Grouping is established will be the only competent court to take notice of all possible disputes relating to the Interest Grouping.

In case of a dispute between the Dutch version and the English version of the Articles of Association, the Dutch version shall prevail.

Section 25 : Bylaw of EUREC-Agency

A Bylaw of EUREC-Agency will be drawn up and will be agreed upon with unanimity by the (College of) Members. These regulations will be in accordance with the Belgian Law and the Law of the European Union. Possible amendments to these regulations can be proposed through the Board of Management and have to be agreed upon with unanimity by the College of Members.