Articles of Association for Wind Denmark

§ 1 NAME AND REGISTERED OFFICE

The name of the association is Wind Denmark.

Pcs. 2. The association’s Board of Directors may register further names if this is required for the protection of the association’s naming interests.

Pcs. 3. The association’s registered office is Frederiksberg Municipality.

§ 2 OBJECTIVE

The objective of the association is to:

• work for the dissemination of wind energy nationally and globally.
• inform of the possibilities of wind energy in the green transition.
• work to ensure that wind energy has the greatest value in the energy system.
• strengthen the broad community support for wind energy.
• manage the interests of the Danish wind sector in cooperation with other organizations.
• develop Denmark as a competence centre and showcase for wind energy.
• strengthen the training and recruitment of new talents in Denmark and the opportunity to attract labour from all over the world.
• carry out activities that strengthen the members’ competitiveness, unity and reputation.

§ 3 ORGANIZATIONAL STRUCTURE

The daily work of the association is carried out by the association’s secretariat.

Pcs. 2. The Board of Directors appoints a CEO to carry out the day-to-day management.

§ 4 MEMBERSHIP OF OTHER ORGANIZATIONS, PARTICIPATION IN COMPANIES ETC.

The Board of Directors may register the association in other associations when it is compatible with the objective of the association.

The association may, at the decision of the Board of Directors, enter into cooperation agreements with other associations or companies, as well as participating in limited liability companies as a whole or part-owner, or co-founder of contingent associations when the purpose of the cooperation agreements, the company or the associations is in accordance with the objective of the association.
§ 5 MEMBERSHIP

The association admits members who support the objective of Wind Denmark. Former members of the Danish Wind Turbine Owners’ Association and the Danish Wind Industry Association are by the establishment of the association a member of Wind Denmark and admitted in accordance with pcs. 3 and pcs. 7.

Pcs. 2. As members, companies, wind turbine cooperatives and other organizations with a commercial interest in the wind agenda are admitted, including wind turbine owners, energy companies, wind turbine manufacturers, suppliers, advisors, universities, institutions of knowledge et al. The association also admits private individuals with a commercial or general interest in the wind agenda. The association can also admit energy-consuming companies interested in promoting the wind agenda.

Pcs. 3. Members are divided according to their primary area of interest and business with a view to targeting both offers of the association and balanced representation on the Board of Directors. The membership can be supplemented with special packages depending on the company’s profile and commitment to the value chain.

Pcs. 4. Admission in the association is made by written application to the secretariat.

Pcs. 5. The Board of Directors can be presented with an application of admission and may in its consideration of application request the necessary documentation from the applicant, including connection with the purpose of the association. For all membership categories besides wind proponents, cf. pcs. 7, the applicant must, for a suitable period, live up to what, in the opinion of the Board of Directors, constitute good and fair business practice. 2/3 of the Board of Directors may, by estimate, decide whether an application can be accepted and in which category of members, cf. pcs. 7, the applicant is admitted. If the membership is rejected, this must be in writing and justified. The applicant may refer the decline to the next ordinary General Meeting. Notice of this must be sent to the association’s secretariat no later than 14 days after the association’s reasoned refusal is received by the applicant.

Pcs. 6. The applicant is admitted as a member of the association when the secretariat or the Board of Directors’ approval has been made and the membership fee has been paid.

Pcs. 7. Members are divided into the following categories:

a) Market Leaders consist of members who constitute a central part of the value chain in relation to wind energy and is at the forefront of driving and developing market and technology. Companies must be listed as Market Leaders if they meet one of the following criteria, cf. however litra b):
   1) Companies with their own or consolidated production of wind turbines or parts thereof in Denmark, or
   2) companies in the wind sector with more than 1000 employees in Denmark, or
   3) energy companies that own or operate more than 1000 MW wind turbines and are authorised under the Electricity Supply Act to own or operate wind turbines in Denmark.

b) High Influencers consist of members who want a commitment to the association similar to Market Leaders without fulfilling the conditions under point a).

c) Local energy and grid companies that operate grid operations and/or themselves have authorisation under the Electricity Supply Act or have created an independent unit (subsidiary, etc.) that either owns or operates wind farms or invest herein are listed as Market Influencers.

d) Turbine Owners consist of wind turbine cooperatives, wind turbine owners and private individuals with a commercial interest in the wind agenda.

e) Market Explorers consist of members with a general turnover in wind of up to DKK 20 mil. annually, including organizations working to promote the wind agenda.
f) Wind Proponents consist of private individuals, who have a general interest in promoting the wind agenda.
g) Market Influencers consist of members that do not fall under one of the other categories a)-f).

§ 6 MEMBERSHIP FEE

The membership fee is fixed by the General Assembly for one year at a time. The General Assembly may set different membership fees within the individual membership categories according to the following principles:

1. Membership fee for wind turbine cooperatives, turbine owners and private individuals with a commercial interest in the wind agenda is determined by installed capacity.
2. For other members, the membership fee is determined on the basis of the member’s global turnover in wind.
3. For private individuals with a general interest in promoting the wind agenda, the membership fee is determined without reference to turnover nor capacity.

Pcs. 2. The membership fee for Market Leaders and High Influencers are only set as a minimum amount. The final membership fee is decided by the Board of Directors on the basis of this for a minimum of two years at a time.
Pcs. 3. Membership fee is charged once a year. The membership fee for those companies covered by pcs. 2 is due on January 1st, while other members’ membership fee is due April 1st.
Pcs. 4. If a member joins the association during a calendar year, a proportionate membership fee is paid for the period from the time of approval of membership to the end of the calendar year.

§ 7 OWNER’S FORUM

Members in the category Turbine Owners and Wind Proponents, cf. § 5, pcs. 7, litra d) and f), are organised in Owner’s Forum, which is Wind Denmark’s forum for private ownership interests. Owner’s Forum cover wind turbine cooperatives, turbine owners and private individuals with a commercial or general interest in the wind agenda. Owner’s Forum has its own rules of procedure and has its own Annual Meeting.

Pcs. 2: Owner’s Forum appoints a Board of Directors with 7 members. The Board of Directors constitutes itself with the election of a chairman and two other board members, who together with the chairman constitute the Executive committee. In 2019-2022, the Executive committee is included in Wind Denmark’s Board of Directors. Owner’s Forum then appoint a number of members to Wind Denmark’s Board of Directors, which reflect the membership basis of wind turbine cooperatives, turbine owners and private individuals with a commercial or general interest in the wind agenda, cf. § 10, pcs. 3.
Pcs. 3. Members in the category Turbine Owners and Wind Proponents, cf. § 5, pcs. 7, litra d and f, participate in Wind Denmark’s General Assembly through their elected board representatives.

§ 8 GENERAL ASSEMBLY

The ordinary General Assembly is held in Denmark each year before the end of March. A written invitation is required with at least 14 days’ notice. The invitation must contain an agenda and time and place for the General Assembly.
Pcs. 2. The agenda for the ordinary General Assembly must contain at least the following points:

1. Appointment of Chairman
2. Report by the Board of Directors
3. Presentation of the financial statement sent for approval
4. Presentation of the budget sent for approval
5. Determination of the membership fee, etc.
6. Submitted proposals
7. Market Leaders, High Influencers and Owner’s Forum inform about their Board members
8. Election of other members to the Board and substitute members
9. Election of state-authorised or registered auditor
10. AOB

Pcs. 3. Members of the association may submit written proposals for consideration at the General Assembly. Proposals must be received at the secretariat no later than 15 February. Proposals are sent together with the invitation to the General Assembly.

Pcs. 4. Each member has 1 vote for every DKK 1.000 the member pays in membership fee in the same calendar year. However, no member can have more than 1,000 votes. Voting can be done by power of attorney.

Pcs. 5. Owner’s Forum representatives on the Board of Directors attend the General Assembly on behalf of the members of Owner’s Forum, and collectively have among themselves the number of votes to which the membership fee entitles, cf. pcs. 4.

Pcs. 6. Decisions are made by simple majority unless otherwise stated in these statutes.

§ 9 EXTRAORDINARY GENERAL ASSEMBLY

An extraordinary General Assembly may be requested either by the Board of Directors or by 50 members of the association. Upon receipt of duly signed and reasoned request, the Board of Directors shall convene an extraordinary General Assembly within 6 weeks. An extraordinary General Assembly must be convened in accordance with the same rules as ordinary General Assembly.

Pcs. 2. The agenda of the extraordinary General Assembly must include items specified in the request. In addition, the Board of Directors may include other items on the agenda.

§ 10 THE BOARD OF DIRECTORS

The association’s day-to-day management consists of the Board of Directors, which is made up of at least 5 members and a maximum of 25 members.

Pcs. 2. Market Leaders, High Influencers and Owner’s Forum automatically have a seat on the Board and inform at the general assembly whom they appoint. Such an election is valid until the member or Owner’s Forum appoints a new Board member.

Pcs. 3. The Owner’s Forum appoints a number of members to the Board of Directors, which reflects the membership base of turbine owners and wind proponents. In 2019-2022, Owner’s Forum has three seats in the Board of Directors.

Pcs. 4. Market Influencers have 9 elected Board members, who are elected with at least one representative from each segment. The Board annually determines the composition in relation to the segments based on the membership base therein. As per proposals from Market Influencers, they thus elect five members in uneven years and four members in even years. Such an election is valid for 2 years at a time. Candidates who do not obtain election on the Board serve as substitute members within the relevant segment.

Pcs. 5. Market Explorers are not eligible for voting or entitled for nomination at elections to the Board.
Pcs. 6. In addition, the General Assembly may elect 1-2 members of the Board outside the circle of members based on personal or professional characteristics. Elections are personal and valid for two years.

Pcs. 7. After the General Assembly, the Board elects the Chairman and two Vice-Chairmen for the coming year. If the Chairman is not elected from among the elected Market Influencers, 1 Vice-Chairman is elected among them. If the Chairman is not elected from the Market Leaders, 1 Vice-Chairman is elected among them.

Pcs. 8. In 2019-2022, the Chairmanship consists of 4 representatives, one of whom is the Chairman of the Owner’s Forum, which participates in the Implementation Committee for Wind Denmark on an equal basis with the chairman of Wind Denmark until the General Assembly in 2022.

Pcs. 9. The composition of the Board of Directors is always based on segments and the membership base of the segment in question and strives to reflect the membership composition of the association. Based on the membership composition, the Board of Directors determines division into segments, including the number, area and number of Board members from each segment.

Pcs. 10. The Board of Directors manages the Association’s interest internally and externally under responsibility to the General Assembly. The Board of Directors must at all times ensure that the advice offered by the Association’s secretariat and staff is conducted impartially and that member-directed services are provided on market terms.

Pcs. 11. The Board of Directors establishes rules of procedure for its activities.

Pcs. 12. The Board of Directors is in quorum when half of the members, including the Chairman or a Vice-Chairman, are present.

Pcs. 13. In the event of parity of votes, the Chairman’s vote is decisive.

§ 11 MEANS AND ASSETS

At the establishment of the Association, means and assets from The Danish Wind Turbine Owner’s Association and the Danish Wind Turbine Industry are included in Wind Denmark’s economy.

Pcs. 2 The Association’s means that are not currently used for the purpose of the Association are placed in a recognized financial institution or in bonds at the highest possible interest rate.

§ 12 AUDIT

The Association’s fiscal year runs from January 1st to December 31st. Before the ordinary General Assembly, the accounts must be audited by a state-authorised or registered auditor outside the Board of Directors.

Pcs. 2. The audited financial statement is sent together with the notice to the General Assembly.

§ 13 POWER TO BIND

The Association is bound by signature of the Chairman together with the CEO, by a Vice-Chairman together with the CEO, by the Chairman and a Vice-Chairman in the Association or by the overall Chairmanship.

Pcs. 2. The Board of Directors may mandate the CEO to bound by signature for the Association.

§ 14 LIABILITY
The Association is only liable for its obligations within the assets belonging at all times. Members are not liable for the means and assets of the Association.

Pcs. 2. The Board of Directors ensures that the full name of the Association is disclosed when agreements are entered into on behalf of the Association.

§ 15 WITHDRAWAL

Withdrawal from the Association or termination of optional membership packages can be done with six months’ notice by the end of a calendar year. Requests must be made in writing to the Secretariat. However, the notice period for Market Leaders and High Influencers is 12 months by the end of a calendar year.

§ 16 EXCLUSION

A member may be excluded from the Association by the Board of Directors, if the member concerned has become unworthy of membership, has acted disloyally to the Association or is in unquestionable delay with membership fee to the association. An excluded member may bring the exclusion to the forthcoming ordinary General Assembly.

§ 17 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to the articles of association may be decided at a General Assembly of at least 2/3 of the submitted votes. However, amendments to the articles of association require the attendance of at least 1/3 of the Association’s membership fee base.

Pcs. 2. Proposals for amendments to the articles of association must be sent to the members together with the invitation at least 14 days before a General Assembly.

Pcs. 3. The Association’s articles of association as regards to § 7 on the Owner’s Forum may be amended at the earliest by the ordinary General Assembly in 2022.

§ 18 DISSOLVING

The Association can be dissolved at a General Assembly by at least 2/3 of all the votes in the Association.

Pcs. 2. If a proposal to dissolve the Association is approved by at least 2/3 of all the submitted votes, the Board of Directors can summon an extraordinary General Assembly, and at this General Assembly, the proposal can be approved by 2/3 of the submitted votes.

Pcs. 3. In the event of dissolving of the Association, the means of the Association will be used for public benefit purposes for the continued promotion of wind energy, through research, information or marketing.

§ 19 ARBITRATION

Any dispute that may arise in connection with these articles of association, including disputes concerning the existence or validity of the articles of association, will be settled by arbitration at the Danish Institute of Arbitration in accordance with the rules adopted by the Danish Institute of Arbitration, which apply at the commencement of the arbitration proceedings.