

Articles of Association

Association The Swiss Wind Energy R&D Network

1. Name and domicile

An association as defined by Art. 60 ff. ZGB has been established under the name “The Swiss Wind Energy R&D Network”. Its registered office is in Rapperswil. The association shall be independent in terms of politics and religion.

2. Objective and purpose

The association’s purpose is to provide a platform to initiate and coordinate new collaborative wind energy projects in the areas of R&D, learning and teaching, ultimately aiming to foster excellence in Swiss wind energy R&D and to promote the export of Swiss know-how in products and services to the international wind energy market. The association does not pursue any commercial purposes and is not for profit.

3. Resources

The association shall draw on the following resources to pursue its purpose:

- Membership contributions (if applicable).
- Event fees.
- Subsidies.
- Income from service agreements.
- Donations and grants of any kind.

The membership contributions are zero until the end of 2020. After this, they shall be determined once a year by the general meeting.

The financial year is consistent with the calendar year.

4. Membership

Members shall consist of natural persons and legal entities who support the association’s purpose.

Active members with voting rights shall consist of natural persons who use the association’s services and facilities.

Passive members with voting rights may consist of natural persons or legal entities who support the association in nonmaterial and financial ways.

Upon proposal of the board of directors, individuals who have rendered outstanding services to the association may be awarded honorary membership by the general meeting.

Applications for joining shall be addressed to the board of directors via the online form, who shall decide upon acceptance or non-acceptance.

5. Membership expiry

Membership shall expire

- Upon resignation, exclusion or death in the case of natural persons.
- Upon resignation, exclusion or dissolution in the case of legal entities.

6. Membership resignation and exclusion

Resignation from the association is possible as per end of the year. A resignation letter shall be sent to the board of directors at least six weeks before the ordinary general meeting. The full membership contribution shall be payable even if the last year is incomplete.

Members may be excluded from the association at any time on grounds of infringement of the articles of association, infringements against the objectives of the association, etc. The board of directors is responsible for taking the decision regarding the exclusion of members; the respective member may address an appeal against the decision to the general meeting.

Where members fail to pay their membership contribution despite receiving reminders, the board of director may automatically exclude them.

7. Association's governing bodies

The governing bodies of the association shall consist of:

- a) The general meeting.
- b) The board of directors.
- c) The auditor (if required by law).

8. General meeting

The general meeting is the association's supreme governing body. Ordinary general meetings shall take place during the first quarter of every year.

Members shall be invited to the meeting at least 10 days in advance in conjunction with a written list of the agenda items. Invitations may be sent out by email.

Submissions to the general meeting shall be sent in writing to the board of directors up to two days in advance of the meeting.

The board of directors, or one-fifth of the members, may request the convocation of an extraordinary general meeting at any time if they state the purpose of the meeting. The meeting shall take place no later than 12 weeks after receipt of the request.

The general meeting has the following non-withdrawable responsibilities and powers:

- a) Approval of the minutes of the last general meeting.
- b) Approval of the annual report of the board of directors.
- c) Reception of the audit report and approval of the annual accounts.
- d) Discharge of the board of directors.

- e) Election of the chairperson, the remaining board of directors and the auditor.
- f) Determination of the membership contributions.
- g) Approval of the annual budget.
- h) Resolution on programme of activities.
- i) Resolution on submissions by the board and the members.
- j) Amendments of the articles of association.
- k) Decision on exclusion of members.
- l) Resolution on dissolution of the association and appropriation of the liquidation proceeds.

All duly convened general meetings shall have a quorum irrespective of the number of members present.

The members shall pass resolutions with a relative majority of the votes cast. Abstentions and invalid votes shall not count. In the case of tied votes, the chairperson shall cast the deciding vote.

Amendments of the articles of association shall require the approval of a two-thirds majority of the votes cast.

A record shall be prepared of the resolutions that have been passed.

9. Board of directors

The board of directors shall consist of a minimum of three members. Their term in office shall amount to one year. Re-elections are possible.

The board of directors shall manage the association's current affairs and represent the association externally.

It shall pass the regulations.

It may establish working groups (specialised groups).

It may employ or engage individuals to achieve the association's objectives in return for appropriate compensation.

The board of directors has all of the powers that are not entrusted to another body by or pursuant to these articles of association.

The board constitutes itself.

The board of directors shall convene as often as the association's affairs require. All members may request the convocation of a meeting, stating grounds for this request.

If none of the members requests an oral discussion, resolutions may be passed in writing (including email).

The members of the board of directors shall principally perform their duties on a voluntary basis. They are entitled to the reimbursement of their actual expenses.

10. Auditors

If the legal criteria are met, the association must have its accounts properly audited by an auditor elected by the general meeting.

If the association is not obliged to carry out an ordinary or limited audit, the association shall refrain from an external audit.

The auditor shall submit a report and motion to the board of directors for the attention of the general meeting.

The auditor shall be appointed for one year. Re-elections are possible.

11. Authorised signatories

The association shall be bound by the collective signatures of the chairperson and one further board member.

12. Liability

The association's assets shall be solely liable for the association's debts. Personal liability of the members is excluded.

13. Dissolution of the association

The dissolution of the association may be decided by resolution of an ordinary or extraordinary general meeting. Dissolutions require a voting majority of two-thirds of the members present.

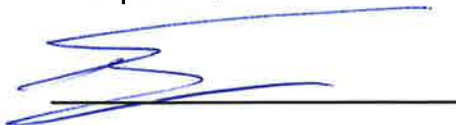
Upon dissolution of the association, the association's assets shall be transferred to a tax-exempt organisation that pursues the same or a similar purpose. Distribution of the assets among the members is excluded.

14. Entry into force

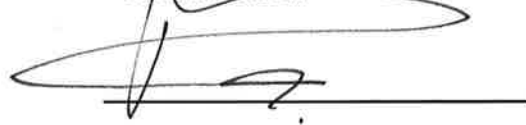
These articles of association were adopted at the foundation meeting on February 5th, 2020, and entered into force on the same date.

Date, place 06.02.2020 ZÜRICH

Chairperson:



Board member:



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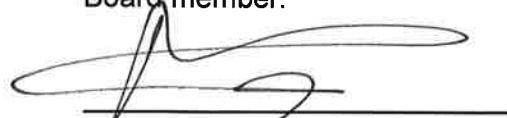
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Chairperson:



Board member:



06/02/2020



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