

Non legally binding translation of the statutes of BSW-Solar

§ 1 Name, Headquarters

The association is administered under the name

BSW – Bundesverband Solarwirtschaft e.V.
(BSW – German Solar Industry Association,
Registered Association)

(hereafter referred to as: „association“ or „society“); its headquarters are located in Berlin.

§ 2 Purpose of the Association

The purpose of the association is to,

- (1) support the interests of firms that manufacture, design, operate and construct solar energy systems and components of solar energy technology in their own endeavours, in particular:
 - a) to advance the interests of the solar industry in the political decision making process,
 - b) to carry out targeted publicity work through collective informational exhibits at industry fairs, conferences and exhibitions as well as combined advertising and public relations efforts,
 - c) to offer consumer information applicable to all firms,
 - d) to coordinate cooperative research and development activities in the use and application of solar energy,
 - e) to acquire and simultaneously impart regulations and technical and scientific publications,
 - f) to create opportunities for cooperative purchasing and supplier associations;
- (2) represent the economic interests of firms engaged in the manufacturing, design, operation and construction of solar energy systems. The association carries out activities aimed to improve the conditions of the solar market, support the expansion of the solar market and

increase the extent to which solar energy is used. This is accomplished in particular through:

- a) publicity work in the field of solar energy,
 - b) a commitment to a political framework that promotes the use of solar energy,
 - c) collaboration in the creation of regulations and standards for the solar energy sector,
 - d) the promotion and distribution of data and information over the solar market and the solar sector.
- (3) The association strives for fair competition in the solar market and is able to take legal action against violations in the competitive market.
 - (4) The association is concerned with unification interests. The association has no profit goals and profits or other benefits from the association's assets are not shared with the membership neither during the existence of the association nor after its annulment. Any excess funds will be used for charter purposes only.
 - (5) The association works together with other national and international renewable energy societies, research associations and research institutions.

§ 3 Business Year

The business year is the calendar year. The first business year is a short business year; it ends on the 31st of December of the year in which the association was founded and listed in the register of associations.

§ 4 Membership

- (1) The association is comprised of full members and supporting members.
- (2) Business oriented firms or institutions, whose field of interest serves to support and spread the use of all forms of solar energy, may become members.
- (3) Private institutions or private individuals, who endorse the objectives of the association, may become members. Supporting members do not have the right to vote.

- (4) Membership can only be granted upon application. A hard copy of the application (§ 126b BGB) is to be addressed to the directorate of the association. The directorate of the association will make a decision over the application for membership through a resolution. If the directorate approves the application, admission into the association will become effective upon the acquisition of a declaration of acceptance that can also be provided as a hard copy (§ 126b BGB) and—to the extent possible—the payment of the admission fee and/or the payment of the first instalment of membership dues.
- (5) Every member of the association will provide their current address, phone number, fax number and e-mail address to the association as it is available. With this information, the association can, with respect to legal regulations, release legally binding declarations to the member and conduct business until the member notifies the association of changes or until changes are otherwise made known to the association.

§ 5 Termination of Membership

- (1) Every member may notify the directorate of the termination of their membership. A period of notification of six months prior to the end of the business year (Notification of Termination) is required. The notification must be acknowledged by the association or by the chair in the form of a written letter. A decisive factor for determining the time period is the postmarked date. The notification of termination can be cancelled with the consent of the directorate as long as the termination of the membership has not been fully implemented. Cancellation and consent are to be stated in written form (§ 126b BGB).
- (2) Members can be expelled upon the request of a member or upon recommendation of the directorate. Qualifying reasons for expulsion exist when:
 - a) the member falls behind in the payment of membership fees or other required payments pertaining to membership for a period longer than six months,
 - b) a member of the association intentionally
 - aa) significantly damages the reputation of the association in the public sphere

- bb) significantly impedes the activities of the association or
- c) the presence of the member in the association appears to be unacceptable when considering the interests of the other members of the association that are worthy of protection

The member assembly will determine the expulsion through a majority of submitted votes that are not invalid or abstained, whereby the member in question has no right to vote. The resolution is to be justified and be recorded along side its justification. The expulsion will be effective as of the passing of the resolution. The resolution along with its justification is to be made know to the affected member.

- (3) Membership ends automatically – without the need for termination or expulsion– as soon as insolvency proceedings concerning the assets of a member are disclosed or after the disclosure of the dismissal of insolvency proceedings due to insufficient funds.

§ 6 Membership fees, Cost Allocation

- (1) Annual dues are levied on the members of the association. The annual dues agreed upon and the payment modalities are stipulated in the dues agreement.
- (2) For the financing of special projects or for the abatement of financial difficulties, supplementary cost allocations for membership dues may be levied.
- (3) The member assembly will determine the rate and payment date for annual dues as well as the allocation of costs through a majority of the votes submitted that are not invalid or abstained. This will stand as long as the member's resulting payment commitments are not of a relevancy to require a majority, as it would be the case if the statues were to be altered.
- (4) In justified cases, the directorate can choose to partially or completely issue or differ dues and cost allocations.
- (5) A member's right to vote will be suspended in the case of outstanding payments due to the association.

§ 7 Directorate in Terms of § 26 BGB

- (1) The directorate of the association will be comprised of at most 8 persons under whom there will be a maximal of 2 chairpersons and a treasurer. Two years after the

founding of the association the chairpersons will be distinguished as 1st and 2nd chairperson. A resolution to be passed by the member assembly, will determine who the 1st chairperson and 2nd chairperson should be. Each of the chairpersons is then allowed to refer to themselves as president.

- (2) Each member of the directorate has a vote. The directorate will pass resolutions based on a majority vote of the directorate members who are present for the passing of each resolution. The following themes are decided upon with a ¾ majority of all acting members of the directorate:
 - a) calling for the passing of a resolution through members within or outside of the member assemblies,
 - b) the acceptance of members into the association,
 - c) the concerns regarding the manner and extent of which operations are delegated to the office, the appointment or dismissal of executive directors, the division of duties and the location of the office,
 - d) the budget for each business year with the exception of supplementary budgeting.

In addition, the directorate may issue bylaws.

- (3) As long as the directorate of the association is comprised of more than one member, the association will be represented collectively by at least two members of the directorate. Exemption from the restrictions listed under § 181 BGB can be issued to individual members of the directorate.
- (4) Members of the directorate are elected by the members of the association to serve a term of two years. It is to be taken into careful consideration that all members represented by the association are properly represented in the formation of the directorate. Voting is to be done anonymously. Those who receive the majority of votes present, which are not void or abstained, are considered elected. In the case that more candidates stand to be elected than positions are available, he or she who receives the majority (compared to his or her fellow candidates) of the votes present that are not void or abstained wins the election. Re-election—once or repetitively—is allowed. The elected member of the directorate will remain in office until a new member is elected to his or her position unless the elected

member chooses to exercise his or her right to resign from office, which is applicable at all times.

- (5) A member of the directorate can resign from his or her office by issuing a statement to rest of the members of the directorate. This statement must be delivered in written form (§ 126b BGB). To the extent that no other member of the directorate holds office along side the resigning member of the directorate at the acquisition of his or her resignation is to be announced to the members of the association or to the members of the directorate.

§ 8 Jurisdiction of the Directorate, Delegation of Authority

- (1) The directorate is responsible for all concerns of the association to the extent that the statues do not assign specific concerns to other bodies within the association. This pertains in particular to, but is not limited to:
 - a) the preparation and calling for the passing of resolutions by members of the association together with the creation of orders of business,
 - b) the passing of resolutions concerning the acceptance of members into the association,
 - c) the creation of the budget; accounting for and taxation of the association, the creation of annual activity reports.
- (2) To the extent permitted by law, the directorate will delegate the current operations to the office that, at the most, will be presided over by two competent, authorized executive directors. The execution of the delegated operations is regulated by bylaws as far as the directorate sees fit.

§ 9 Panels

The directorate may form panels for technical questions or special projects. The directorate will appoint a number of members to the panels as is necessary. The panels may be composed of members of the association, members of the directorate or technical third party experts. The panels shall act as advisory committees to the directorate. The directorate may appoint bylaws to each panel.

§ 10 Board of Trustees

A board of trustees may be created to provide general support to the association as it relates to the management of

contacts with other associations, facilities, institutions, and relevant corporate entities. The directorate will appoint an appropriate number of members to the board of trustees. The board of trustees may be comprised of members of the association and applicable third parties, but not members of the directorate. The board of trustees will serve as an advisor to the directorate. The directorate may appoint bylaws to the board of trustees.

§ 11 Technical and Work Groups

- (1) The directive, in its entirety, has the right to create technical and work groups and to stipulate their tasks. This right is also reserved for the executive directors as it pertains to their respective departments.
- (2) Subject to the approval of the entire directive as well as the respective executive director, the group will elect a maximum of two speakers. An executive director may also be elected as a speaker. The election of a speaker or speakers will take place every two years at the least. The speaker or speakers will develop a plan of action to be executed by the work or technical groups. The accomplishments of the groups are to be reported regularly to the respective executive director and upon his or her request or upon request of the entire directorate the results are to be presented to the directorate or at the member assembly.

§ 12 Membership Assembly

- (1) The activities of the association are to be arranged according to the members of the association through the passing of a resolution as long as these activities are not already undertaken by the directorate or the office.
- (2) A full member assembly will take place at least once per calendar year. Additional member assemblies will take place as it is necessary in interest of the association or when ten percent of the members of the association request the calling of such a meeting and submit this request in written form to the directorate along with the purpose of and justification for this meeting.

§ 13 Calling of a General Meeting

- (1) Membership assemblies will be called by the directorate of the association along with the release of information concerning the order of business and items for resolution.
- (2) The calling can occur in the following manners:

- a) in the form of an informal letter
 - b) in written form (§ 126b BGB) or
 - c) through an announcement in the electronic federal bulletin of Germany.
- (3) The time period for the calling of a meeting is limited to two weeks before the meeting is to take place. This period begins:
- a) with the release of an informal letter in the mail or through another courier service
 - b) with the forwarding of the formulated call for a meeting in written form,
 - c) the day in which the electronic invitation is published in the electronic federal bulletin.
- (4) All calls for meetings are to be published on the website of the association.

§ 14 Passing of Resolutions by Members of the Association

- (1) The passing of resolutions by members of the association will take place, fundamentally, at the member assembly. As long as ten percent of the members are not opposed, resolutions can be decided upon outside of the member assembly either in writing, verbally or in written form (§ 126b BGB).
- (2) In the case that resolutions are passed outside of member assemblies, the votes of not only the members that are present valid, but also those members whose votes have been requested and who participate in the passing of the resolution although they are not physically present. Additionally, the regulations concerning the passing of resolutions at member assemblies apply in turn, to the passing of resolutions outside of an assembly. By the calling of the passing of a resolution, the directorate will announce further details concerning the procedure for the passing of the resolution outside of the member assembly with respect to time periods for consideration, acquisition of votes, the counting of the votes and the announcement of the voting results.
- (3) Abstained votes are not taken under consideration when determining a majority vote.

- (4) The number of votes allotted to a full member is determined by the extent of their dues paid. The amount of the dues and the number of the thereby resulting votes is defined in the dues bylaws (see § 6)
- (5) The submittal of votes in written form is allowed at member assemblies. In accordance with the registration of the association in the register of associations, the transfer of voting rights can conclude only in accordance with the following circumstance: The executive direction of a firm can only authorise affiliates of that firm to participate in a member assembly or the passing of a resolution outside of a member assembly and can authorise this affiliate with the right to vote. At the request of the directorate of the association, the validation of powers must be submitted to the directorate of the association before the passing of a resolution in written form. In order to be sure that votes have been submitted only by eligible members or by authorised representatives of members, the directorate can decree further formalities in keeping with this.
- (6) In order to pass a resolution that results in the alteration of the purpose of the association, or incidentally, the statutes, a majority of three fourths of all submitted votes that are not invalid or abstained is necessary.
- (7) All resolutions are to be recorded. In order to guarantee legality of its contents, the protocol is to be signed by the executive officer of the directorate or the official of the member assembly. The protocol is to be made available to the members of the association, at the latest, one month after the recording of the passing of the resolution, as of the day on which the recorded resolution was formulated as specified by its designation or its date. The disclosure will result after the favourable review of the interpretation of the protocol at the office of the association. The interpretation is to be announced in the form in which it used to call for member assemblies.
- (8) Objections to the form and or content of a resolution are to be brought to the directorate of the association in written form within a month after the disclosure. Objections submitted after this time period do not qualify as legal substance. In the case that the directorate fails to redress the objection, the objecting member may make an appeal for judicial legal review, within one month after the disclosure of the decision to not redress. Objections to the decision to not to redress disqualify as legal substance after the expiration of the month long time period.

§ 15 Procedure for Member Meetings

- (1) Member meetings are to be conducted and recorded by the executive officers of the directorate of the association. In the case that none of the aforementioned members of the directorate are available, the members of the meeting will choose an officiator at the beginning of the meeting through a majority of submitted votes that are not invalid or abstained.
- (2) The officiator of the meeting can disclose the protocol of the meeting to a third party or allow a third party to participate who does not have to be a member of the association.
- (3) After the election of the officiator, votes will be cast, fundamentally, by the raising of the hand. An exception is the election of the directorate, which is to be done by an anonymous vote. If at least ten percent of the member in attendance so request, then a vote over an issue other than the election of the directorate must be carried out anonymously.